UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 20-F

(Mark One)

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended 31 December 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report ________

For the transition period from ________ to ________

Commission file number 001-38303

WPP plc

(Exact Name of Registrant as specified in its charter)

Jersey

(Jurisdiction of incorporation or organization)

Sea Containers, 18 Upper Ground
London, United Kingdom, SE1 9GL

(Address of principal executive offices)

Andrea Harris
Group Chief Counsel
Sea Containers, 18 Upper Ground, London, United Kingdom, SE1 9GL
Telephone: +44(0) 20 7282 4600
E-mail: andrea.harris@wpp.com

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol (s)	Name of each exchange on which registered
Ordinary Shares of 10p each	WPP	London Stock Exchange
American Depositary Shares, each representing five Ordinary Shares (ADSs)	WPP	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not applicable

(Title of Class)

Not applicable

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

At December 31, 2020, the number of outstanding ordinary shares was 1,225,332,142 which included at such date ordinary shares represented by 13,240,935 ADSs.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES ☒ NO ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

YES ☐ NO ☒

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐	International Financial Reporting Standards as issued by the International Accounting Standards Board ☒	Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES ☐ NO ☒

TABLE OF CONTENTS

		Page
FORWARD – LOOKING STATEMENTS		1
Part I		1
Item 1	IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS	1
Item 2	OFFER STATISTICS AND EXPECTED TIMETABLE	1
Item 3	KEY INFORMATION	1
	A Selected Financial Data	2
	B Capitalization and Indebtedness	2
	C Reasons for the Offer and Use of Proceeds	2
	D Risk Factors	2
Item 4	INFORMATION ON THE COMPANY	5
	A History and Development of the Company	6
	B Business Overview	7
	C Organizational Structure	12
	D Property, Plant and Equipment	13
Item 4A	UNRESOLVED STAFF COMMENTS	13
Item 5	OPERATING AND FINANCIAL REVIEW AND PROSPECTS	13
	A Operating Results	14
	B Liquidity and Capital Resources	20
	C Research and Development, Patents and Licenses, etc.	24
	D Trend Information	24
	E Off-Balance Sheet Arrangements	24
	F Tabular Disclosure of Contractual Obligations	25
Item 6	DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES	34
	A Directors and Senior Management	34
	B Compensation	37
	C Board Practices	41
	D Employees	51
	E Share Ownership	52
Item 7	MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS	53
	A Major Shareholders	53
	B Related Party Transactions	54
	C Interests of Experts and Counsel	54
Item 8	FINANCIAL INFORMATION	54
	A Consolidated Statements and Other Financial Information	54
	B Significant Changes	54
Item 9	THE OFFER AND LISTING	55
	A Offer and Listing Details	55
	B Plan of Distribution	55
	C Markets	55
	D Selling Shareholders	55
	E Dilution	55
	F Expenses of the Issue	55

		Page
Item 10	ADDITIONAL INFORMATION	55
	A Share Capital	55
	B Memorandum and Articles of Association	55
	C Material Contracts	55
	D Exchange Controls	59
	E Taxation	59
	F Dividends and Paying Agents	65
	G Statements by Experts	65
	H Documents on Display	65
	I Subsidiary Information	65
Item 11	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	66
Item 12	DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES	66
	A Debt Securities	66
	B Warrants and Rights	66
	C Other Securities	66
	D American Depositary Shares	66
Part II		69
Item 13	DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES	69
Item 14	MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS	69
Item 15	CONTROLS AND PROCEDURES	69
Item 16A	AUDIT COMMITTEE FINANCIAL EXPERT	73
Item 16B	CODE OF ETHICS	73
Item 16C	PRINCIPAL ACCOUNTANT FEES AND SERVICES	74
Item 16D	EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES	74
Item 16E	PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS	75
Item 16F	CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT	75
Item 16G	CORPORATE GOVERNANCE	75
Item 16H	MINE SAFETY DISCLOSURE	77
Part III		77
Item 17	FINANCIAL STATEMENTS	77
Item 18	FINANCIAL STATEMENTS	78
Item 19	EXHIBITS	78

Forward-Looking Statements

In connection with the provisions of the U.S. Private Securities Litigation Reform Act of 1995 (the ‘Reform Act’), the Company may include forward-looking statements (as defined in the Reform Act) in oral or written public statements issued by or on behalf of the Company. These forward-looking statements may include, among other things, plans, objectives, beliefs, intentions, strategies, projections and anticipated future economic performance based on assumptions and the like that are subject to risks and uncertainties. These statements can be identified by the fact that they do not relate strictly to historical or current facts. They use words such as ‘anticipate’, ‘estimate’, ‘expect’, ‘intend’, ‘will’, ‘project’, ‘plan’, ‘believe’, ‘target’, and other words and similar references to future periods but are not the exclusive means of identifying such statements. As such, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances that are beyond the control of the Company. Actual results or outcomes may differ materially from those discussed or implied in the forward-looking statements. Therefore, you should not rely on such forward-looking statements, which speak only as of the date they are made, as a prediction of actual results or otherwise. Important factors which may cause actual results to differ include but are not limited to: the impact of outbreaks, epidemics or pandemics, such as the Covid-19 pandemic and ongoing challenges and uncertainties posed by the Covid-19 pandemic for businesses and governments around the world; the unanticipated loss of a material client or key personnel; delays or reductions in client advertising budgets; shifts in industry rates of compensation; regulatory compliance costs or litigation; changes in competitive factors in the industries in which we operate and demand for our products and services; our inability to realise the future anticipated benefits of acquisitions; failure to realise our assumptions regarding goodwill and indefinite lived intangible assets; natural disasters or acts of terrorism; the Company’s ability to attract new clients; the UK’s exit from the EU; the risk of global economic downturn; technological changes and risks to the security of IT and operational infrastructure, systems, data and information resulting from increased threat of cyber and other attacks; the Company’s exposure to changes in the values of other major currencies (because a substantial portion of its revenues are derived and costs incurred outside of the UK); and the overall level of economic activity in the Company’s major markets (which varies depending on, among other things, regional, national and international political and economic conditions and government regulations in the world’s advertising markets). In addition, you should consider the risks described in Item 3D, captioned “Risk Factors,” which could also cause actual results to differ from forward-looking information. In light of these and other uncertainties, the forward-looking statements included in this document should not be regarded as a representation by the Company that the Company’s plans and objectives will be achieved. Neither the Company, nor any its directors, officers or employees, provides any representation, assurance or guarantee that the occurrence of any events anticipated, expressed or implied in any forward-looking statements will actually occur. The Company undertakes no obligation to update or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

Overview

WPP plc and its subsidiaries (WPP) is a leading worldwide creative transformation organisation offering national and multinational clients a comprehensive range of communications, experience, commerce and technology services. At 31 December 2020, the Group, excluding associates, had 99,830 employees. For the year ended 31 December 2020, the Group had revenue of £12,002.8 million and operating loss of £2,278.1 million.

Unless the context otherwise requires, the terms “Company”, “Group” and “Registrant” as used herein shall also mean WPP.

A. Selected Financial Data

[Reserved]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

The Company is subject to a variety of possible risks that could adversely impact its revenues, results of operations, reputation or financial condition. Some of these risks relate to the industries in which the Company operates while others are more specific to the Company. The table below sets out principal risks the Company has identified that could adversely affect it. See also the discussion of Forward-Looking Statements preceding Item 1.

Principal risk	Potential impact
Covid-19 Pandemic	
The coronavirus pandemic negatively impacted our business, revenues, results of operations, financial condition and prospects in 2020. The extent of the continued impact of the Covid-19 pandemic on our business will depend on numerous factors that we are not able to accurately predict, including the duration and scope of the pandemic, government actions to mitigate the effects of the pandemic and the intermediate and long-term impact of the pandemic on our clients’ spending plans.	The Covid-19 pandemic and the measures to contain its spread, may have a continuing adverse effect on our business, revenues, results of operations and financial condition and prospects.
Strategic risks	
The failure to successfully complete the strategic plan updated in December 2020 to return the business to growth and simplify our structure.	A failure or delay in implementing or realising the benefits from the transformation plan and/or returning the business to growth may have a material adverse effect on our market share and our business, revenues, results of operations, financial condition or prospects.
Operational risks	
Clients	
We compete for clients in a highly competitive industry which has been evolving and undergoing structural change, now accelerated by the Covid-19 pandemic. Client loss to competitors or as a consequence of client consolidation, insolvency or a reduction in marketing budgets due to recessionary economic conditions or a shift in client spending would have a material adverse effect on our market share, business, revenues, results of operations, financial condition and prospects.	The competitive landscape in our industry is constantly evolving and the role of traditional agencies is being challenged. Competitors include multinational advertising and marketing communication groups, marketing services companies, database marketing information and measurement, social media and professional services and consultants and consulting internet companies. Client contracts can generally be terminated on 90 days’ notice or are on an assignment basis and clients put their business up for competitive review from time to time. The ability to attract new clients and to retain or increase the amount of work from existing clients may be impacted if we fail to react quickly enough to changes in the market and to evolve our structure, and by loss of reputation, and may be limited by clients’ policies on conflicts of interest.

Principal risk	Potential impact
	There are a range of different impacts on our clients globally as a consequence of the Covid-19 pandemic. In the past, clients have responded to weak economic and financial conditions by reducing or shifting their marketing budgets which are easier to reduce in the short term than their other operating expenses.
We receive a significant portion of our revenues from a limited number of large clients and the net loss of one or more of these clients could have a material adverse effect on our prospects, business, financial condition and results of operations.	A relatively small number of clients contribute a significant percentage of our consolidated revenues. Our ten largest clients accounted for 16% of revenues in the year ended 31 December 2020. Clients can reduce their marketing spend, terminate contracts, or cancel projects on short notice. The loss of one or more of our largest clients, if not replaced by new accounts or an increase in business from existing clients, would adversely affect our financial condition.
People, culture and succession	
Our performance could be adversely affected if we do not react quickly enough to changes in our market and fail to attract, develop and retain key creative, commercial, technology and management talent, or are unable to retain and incentivise key and diverse talent.	We are highly dependent on the talent, creative abilities and technical skills of our people as well as their relationships with clients. We are vulnerable to the loss of people to competitors (traditional and emerging) and clients, leading to disruption to the business.
Cyber and information security	
We are undertaking a series of IT transformation programmes to support the Group's strategic plan and a failure or delay in implementing the IT programmes may have a material adverse effect on its business, revenues, results of operations, financial conditions or prospects. The Group is reliant on third parties for the performance of a significant portion of our worldwide information technology and operations functions. A failure to provide these functions could have an adverse effect on our business. During the transformation, we are still reliant on legacy systems which could restrict our ability to change rapidly. A cyber-attack could result in disruption to one or more of our businesses or the security of data being compromised.	We may be subject to investigative or enforcement action or legal claims or incur fines, damages, or costs and client loss if we fail to adequately protect data. A system breakdown or intrusion could have a material adverse effect on our business, revenues, results of operations, financial condition or prospects and have an impact on long-term reputation and lead to client loss. A significant number of the Group's people are working remotely as a consequence of the Covid-19 pandemic which has the potential to increase the risk of compromised data security and cyber-attacks.
Financial risks	
Credit risk	
We are subject to credit risk through the default of a client or other counterparty.	We are generally paid in arrears for our services. Invoices are typically payable within 30 to 60 days. We commit to media and production purchases on behalf of some of our clients as principal or agent depending on the client and market circumstances. If a client is unable to pay sums due, media and production companies may look to us to pay those amounts and there could be an adverse effect on our working capital and operating cash flow.
Internal controls	
Our performance could be adversely impacted if we failed to ensure adequate internal control procedures are in place. We have identified material weaknesses in our internal control over financial reporting that, if not properly remediated, could adversely affect our results of operations, investor confidence in the Group and the market price of our ADSs and ordinary shares.	Failure to ensure that our businesses have robust control environments, or that the services we provide and trading activities within the Group are compliant with client obligations, could adversely impact client relationships and business volumes and revenues. As disclosed in Item 15, in connection with the Group's assessment of the effectiveness of internal control over financial reporting as of December 31, 2020, we identified material weaknesses in our internal control over financial reporting with respect to management's review of the impairment assessment of intangible assets and goodwill (specifically the selection of appropriate discount rates for use in the impairment calculations, the determination of the appropriateness of the cash flow

Principal risk	Potential impact
	periods and associated discounting and determination of the assumptions in respect of working capital cash flows, in each case used in the impairment calculation); the design and implementation of internal controls to ensure that the complex accounting matters and judgements are assessed against the requirements of IFRS and to reflect changes in the applicable accounting standards and interpretations or changes in the underlying business on a timely basis; and our net investment hedging arrangements (specifically concerning the eligibility of hedging relationships under IFRS, the adequacy and maintenance of contemporaneous documentation of the application of hedge accounting, and the review of the impact of changes in internal financing structures on such hedging relationships). As a result of such material weaknesses, we concluded that our internal control over financial reporting was not effective. If remedial measures are insufficient to address the material weaknesses, or if additional material weaknesses in internal control are discovered or occur in the future, our ability to accurately record, process and report financial information and consequently, our ability to prepare financial statements within required time periods, could be adversely affected. In addition, the Group may be unable to maintain compliance with the federal securities laws and NYSE listing requirements regarding the timely filing of periodic reports. Any of the foregoing could cause investors to lose confidence in the reliability of our financial reporting, which could have a negative effect on the trading price of the Group's ADSs and ordinary shares.
Compliance risks	
Data Privacy	
We are subject to strict data protection and privacy legislation in the jurisdictions in which we operate and rely extensively on information technology systems. We store, transmit and rely on critical and sensitive data such as strategic plans, personally identifiable information and trade secrets: - Security of this type of data is exposed to escalating external threats that are increasing in sophistication, as well as internal data breaches. - Data transfers between our global operating companies, clients or vendors may be interrupted due to changes in law (eg EU adequacy decisions, CJEU Schrems II decision)	We may be subject to investigative or enforcement action or legal claims or incur fines, damages, or costs and client loss if we fail to adequately protect data or observe privacy legislation in every instance: - A system breakdown or intrusion could have a material adverse effect on our business, revenues, results of operations, financial condition or prospects - Restrictions or limitations on international data transfers could have an adverse effect on our business and operations.
Taxation	
We may be subject to regulations restricting our activities or effecting changes in taxation.	Changes in local or international tax rules, for example as a consequence of the financial support programmes implemented by governments during the Covid-19 pandemic, changes arising from the application of existing rules, or challenges by tax or competition authorities, may expose us to significant additional tax liabilities or impact the carrying value of our deferred tax assets, which would affect the future tax charge.
Regulatory	
We are subject to strict anti-corruption, anti-bribery and anti-trust legislation and enforcement in the countries in which we operate.	We operate in a number of markets where the corruption risk has been identified as high by groups such as Transparency International. Failure to comply or to create a culture opposed to corruption or failing to instil business practices that prevent corruption could expose us to civil and criminal sanctions.

Principal risk	Potential impact
Sanctions	
We are subject to the laws of the United States, the EU and other jurisdictions that impose sanctions and regulate the supply of services to certain countries.	Failure to comply with these laws could expose us to civil and criminal penalties including fines and the imposition of economic sanctions against us and reputational damage and withdrawal of banking facilities which could materially impact our results.
Civil liabilities or judgements against the Company or its directors or officers based on United States federal or state securities laws may not be enforceable in the United States or in England and Wales or in Jersey.	The Company is a public limited company incorporated under the laws of Jersey. Some of the Company's directors and officers reside outside of the United States. In addition, a substantial portion of the directly owned assets of the Company are located outside of the United States. As a result, it may be difficult or impossible for investors to effect service of process within the United States against the Company or its directors and officers or to enforce against them any of the judgements, including those obtained in original actions or in actions to enforce judgements of the United States courts, predicated upon the civil liability provisions of the federal or state securities laws of the United States.
Emerging risks	
Increased frequency of extreme weather and climate-related natural disasters.	This includes storms, flooding, wildfires and water and heat stress which can damage our buildings, jeopardise the safety of our people and significantly disrupt our operations. At present 10% of our headcount is located in countries at "extreme" risk from the physical impacts of climate change in the next 30 years.
Increased reputational risk associated with working on environmentally detrimental client briefs and/or misrepresenting environmental claims.	As consumer consciousness around climate change rises, our sector is seeing increased scrutiny of our role in driving unsustainable consumption. Our clients seek expert partners who can give recommendations that take into account stakeholder concerns around climate change. Additionally, WPP serves some clients whose business models are under increased scrutiny, for example oil and gas companies or associated industry groups who are not actively decarbonising. This creates both a reputational and related financial risk for WPP if we are not rigorous in our content standards as we grow our sustainability-related services.

ITEM 4. INFORMATION ON THE COMPANY

WPP is a leading worldwide creative transformation company offering national and multinational clients a comprehensive range of communications, experience, commerce and technology services. The Company provides these services through a number of established global, multinational and national operating companies that are organised into three reportable segments. The largest reportable segment is Global Integrated Agencies, which accounted for approximately 78% of the Company's revenues in 2020. The remaining 22% of our revenues were derived from the reportable segments of Public Relations and Specialist Agencies. Excluding associates, the Company currently employs 100,000 people in 111 countries.

The Company's ordinary shares are admitted to the Official List of the UK Listing Authority and trade on the London Stock Exchange and American Depositary Shares (which are evidenced by American Depository Receipts (ADRs) or held in book-entry form) representing deposited ordinary shares are listed on the New York Stock Exchange (NYSE). At 31 December 2020 the Company had a market capitalisation of approximately £9.803 billion.

The Company's executive office is located at Sea Containers, 18 Upper Ground, London, United Kingdom, SE1 9GL, Tel:+44 (0)20 7282 4600 and its registered office is located at 13 Castle Street, St Helier, Jersey, JE1 1ES.

A. History and Development of the Company

WPP plc was incorporated in Jersey on 25 October 2012 under the name WPP 2012 plc.

On 2 January 2013, under a scheme of arrangement between WPP 2012 Limited (formerly known as WPP plc), (Old WPP), the former holding company of the Group, and its share owners pursuant to Article 125 of the Companies (Jersey) Law 1991, and as sanctioned by the Royal Court of Jersey (the Jersey Court), a Jersey incorporated and United Kingdom tax resident company, WPP 2012 plc became the new parent company of the WPP Group and adopted the name WPP plc. Under the scheme of arrangement, all the issued shares in Old WPP were cancelled and the same number of new shares were issued to WPP plc in consideration for the allotment to share owners of one share in WPP plc for each share in Old WPP held on the record date, 31 December 2012. Citibank, N.A., depositary for the ADSs representing Old WPP shares, cancelled Old WPP ADSs held in book-entry uncertificated form in the direct registration system maintained by it and issued ADSs representing shares of WPP plc in book entry uncertificated form in the direct registration system maintained by it to the holders. Holders of certificated ADSs, or ADRs, of Old WPP were entitled to receive ADSs of WPP plc upon surrender of the Old WPP ADSs, or ADRs, to the Depositary. Each Old WPP ADS represented five shares of Old WPP and each WPP plc ADS represents five shares of WPP plc.

Pursuant to Rule 12g-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act), WPP plc succeeded to Old WPP's registration and periodic reporting obligations under the Exchange Act.

Old WPP was incorporated in Jersey on 12 September 2008 and became the holding company of the WPP Group on 19 November 2008 when the company now known as WPP 2008 Limited, the prior holding company of the WPP Group which was incorporated in England and Wales, completed a reorganisation of its capital and corporate structure. WPP 2008 Limited had become the holding company of the Group on 25 October 2005 when the company now known as WPP 2005 Limited, the original holding company of the WPP Group, completed a reorganisation of its capital and corporate structure. WPP 2005 Limited was incorporated and registered in England and Wales in 1971 and is a private limited company under the Companies Act 1985, and until 1985 operated as a manufacturer and distributor of wire and plastic products. In 1985, new investors acquired a significant interest in WPP and changed the strategic direction of the Company from being a wire and plastic products manufacturer and distributor to being a multinational communications services organisation. Since then, the Company has grown both organically and by the acquisition of companies, most significantly the acquisitions of J. Walter Thompson Group, Inc. (now known as Wunderman Thompson LLC) in 1987, The Ogilvy Group, Inc. (now known as The Ogilvy Group LLC) in 1989, Young & Rubicam Inc. (now known as Young & Rubicam LLC) in 2000, Tempus Group plc (Tempus) in 2001, Cordiant Communications Group plc (Cordiant) in 2003, Grey Global Group, LLC (Grey) in 2005, 24/7 Real Media Inc (now known as Xaxis LLC) in 2007, Taylor Nelson Sofres plc (TNS) in 2008, AKQA Holdings, Inc. (AKQA) in 2012, IBOPE Participações Ltda (IBOPE) in 2015, Triad Digital Media, LLC and the merger of most of the Group's Australian and New Zealand assets with STW Communications Group Limited in Australia (re-named WPP AUNZ Limited) in 2016. During 2018, the Company focused on simplifying its organisation with the completion of the merger of VML and Y&R to create VMLY&R as well as the merger of Burson-Marsteller and Cohn & Wolfe to create Burson Cohn & Wolfe. The merger of Wunderman and J. Walter Thompson to create Wunderman Thompson began at the end of 2018 and was finalized in 2019. In July 2019, the Company entered into an agreement to sell 60% of the Kantar group to Bain Capital Private Equity. The transaction was completed with respect to the sale of approximately 90% of the Kantar group in December 2019. Completion of the sale of the remaining approximately 10% of the Kantar group occurred in 2020. In November 2020, the Company submitted a proposal to the Board of WPP AUNZ to pursue an acquisition of the remaining shares in WPP AUNZ. WPP currently holds a stake of approximately 61.5% of the share capital of WPP AUNZ, which is listed on the Australian Securities Exchange (ASX:WPP). The proposed acquisition is in line with WPP's global strategy of simplifying its structure and will move WPP to 100% ownership and control of its Australian and New Zealand operations. The proposal of A$0.70 per share in cash, which was accepted by WPP AUNZ in December 2020 and approved by shareholders of WPP AUNZ in April 2021, is subject to customary conditions (including regulatory approvals) and, if implemented, is expected to be completed in 2021.

The Company received £13.3 million, £1,917.0 million and £440.3 million related to acquisitions and disposals in 2020, 2019 and 2018, respectively, including proceeds on disposal of investments and subsidiaries, payments in respect of earnout payments resulting from acquisitions in prior years and net of cash and cash equivalents disposed. For the same periods, cash spent on purchases of property, plant and equipment and other intangible assets was £272.7 million, £394.1 million and £375.2 million, respectively, and cash spent on share repurchases and buybacks was £290.2 million, £43.8 million and £207.1 million, respectively.

The Company is subject to the informational requirements of the Exchange Act. In accordance with these requirements, the Company files reports and other information with the United States Securities and Exchange Commission. You may read and copy any materials filed with the SEC at www.sec.gov that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC. The Company's Form 20-F is also available on the Company's website, www.wpp.com.

B. Business Overview

Introduction

Certain Non-GAAP measures included in this business overview and in the operating and financial review and prospects have been derived from amounts calculated in accordance with IFRS but are not themselves IFRS measures. They should not be viewed in isolation as alternatives to the equivalent IFRS measure, rather they should be read in conjunction with the equivalent IFRS measure. These include constant currency, pro-forma ('like-for-like'), headline operating profit, headline PBIT (Profit Before Interest and Taxation), headline PBT (Profit Before Taxation), billings and estimated net new business/billings, free cash flow and net debt and average net debt, which we define, explain the use of and reconcile to the nearest IFRS measure on pages 25 to 29.

Management believes that these measures are both useful and necessary to present herein because they are used by management for internal performance analyses; the presentation of these measures facilitates comparability with other companies, although management's measures may not be calculated in the same way as similarly titled measures reported by other companies; and these measures are useful in connection with discussions with the investment community.

The Company is a leading worldwide creative transformation organisation offering national and multinational clients a comprehensive range of communications, experience, commerce and technology services.

A key element of our strategy is to align our technology capabilities more closely with our creative expertise, and to simplify WPP through the creation of fewer, stronger, integrated agencies. In 2020, we announced we would bring AKQA and Grey together within AKQA Group, and move Geometry into VMLY&R to create VMLY&R Commerce, a new end-to-end creative commerce agency. These moves follow the creation of Wunderman Thompson and VMLY&R in prior years. In 2020 we also announced changes within our public relations business, bringing together three of our agencies to form Finsbury Glover Hering, a leading global strategic communications and public affairs firm.

Global Integrated Agencies

The principal functions of integrated agencies are the planning and creation of marketing, branding campaigns, design and production of advertisements across all media, and media buying services including strategy & business development, media investment, data & technology and content. In 2020, WPP's integrated agency networks included Ogilvy, VMLY&R, Wunderman Thompson, Grey, GroupM and Hogarth. Following the alignment of AKQA and Grey and the creation of VMLY&R Commerce, from January 2021 AKQA and VMLY&R Commerce will be reported within Global Integrated Agencies.

Public Relations

WPP's public relations companies advise clients who are seeking to communicate with a range of stakeholders from consumers to governments and the business and financial communities. They include Burson Cohn & Wolfe (BCW), Hill+Knowlton Strategies, as well as Finsbury Glover Hering.

Specialist Agencies

Our specialist agencies provide services by region or type. In 2020, they included AKQA, GTB, Landor & Fitch and Superunion. From January 2021, AKQA will be reported within Global Integrated Agencies.

The following tables show, for the last three fiscal years, reported revenue and revenue less pass-through costs from continuing operations attributable to each reportable segment in which the Company operates.

Revenue[1]	**2020**		**2019**		**2018**	
	£m	**% of total**	**£m**	**% of total**	**£m**	**% of total**
Global Integrated Agencies	9,302.5	77.5	10,205.2	77.1	9,930.7	76.1
Public Relations	892.9	7.4	956.5	7.2	931.7	7.1
Specialist Agencies	1,807.4	15.1	2,072.4	15.7	2,184.3	16.8
Total	12,002.8	100.0	13,234.1	100.0	13,046.7	100.0

1 Intersegment sales have not been separately disclosed as they are not material.

Revenue less pass-through costs[1]	**2020**		**2019**		**2018**	
	£m	**% of total**	**£m**	**% of total**	**£m**	**% of total**
Global Integrated Agencies	7,318.5	75.0	8,108.1	74.7	8,070.8	74.2
Public Relations	854.4	8.7	898.0	8.3	879.9	8.1
Specialist Agencies	1,589.1	16.3	1,840.4	17.0	1,925.0	17.7

1 Revenue less pass-through costs is revenue less media and other pass-through costs. Pass-through costs comprise fees paid to external suppliers where they are engaged to perform part or all of a specific project and are charged directly to clients, predominantly media costs. See note 3 to the consolidated financial statements for more details of the pass-through costs.

The following tables show, for the last three fiscal years, reported revenue and revenue less pass-through costs from continuing operations attributable to each geographic area in which the Company operates and demonstrates the Company's regional diversity.

Revenue[1]	**2020**		**2019**		**2018**	
	£m	**% of total**	**£m**	**% of total**	**£m**	**% of total**
North America[2]	4,464.9	37.3	4,854.7	36.7	4,851.7	37.2
United Kingdom	1,637.0	13.6	1,797.1	13.6	1,785.6	13.7
Western Continental Europe	2,441.6	20.3	2,628.8	19.8	2,589.6	19.8
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	3,459.3	28.8	3,953.5	29.9	3,819.8	29.3
Total	12,002.8	100.0	13,234.1	100.0	13,046.7	100.0

1 Intersegment sales have not been separately disclosed as they are not material.

2 North America includes the United States with revenue of £4,216.1 million (2019: £4,576.5 million, 2018: £4,576.1 million).

Revenue less pass-through costs[1]	**2020**		**2019**		**2018**	
	£m	**% of total**	**£m**	**% of total**	**£m**	**% of total**
North America[2]	3,743.4	38.4	4,034.3	37.2	4,059.7	37.3
United Kingdom	1,233.8	12.6	1,390.1	12.8	1,393.8	12.8
Western Continental Europe	2,019.4	20.7	2,176.4	20.1	2,182.9	20.1
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	2,765.4	28.3	3,245.7	29.9	3,239.3	29.8

[1] Revenue less pass-through costs is revenue less media and other pass-through costs. Pass-through costs comprise fees paid to external suppliers where they are engaged to perform part or all of a specific project and are charged directly to clients, predominantly media costs. See note 3 to the consolidated financial statements for more details of the pass-through costs.

[2] North America includes the United States with revenue less pass-through costs of £3,524.8 million (2019: £3,806.3 million, 2018: £3,836.0 million).

WPP Head Office

The central functions of WPP, with principal offices in London and New York, are to develop the strategy of the Company, coordinate the provision of services to cross-Company clients, perform a range of cross-Company functions in areas such as new business, talent recruitment and development, training, IT, finance, audit, legal affairs, mergers & acquisitions (M&A), property, sustainability, investor relations and communications, promote best practice in areas such as our agencies' approach to diversity and inclusion, drive operating efficiencies and monitor the financial performance of WPP's operating companies.

Our strategy

It has been two years since we set out our strategy to return WPP to growth. We have made significant progress, with stronger agency brands, new leadership, a simpler structure and a strong balance sheet. The results were evident in our industry-leading new business performance in 2020.

The events of 2020 have only accelerated the structural changes in our industry, from the expansion of digital channels to growing demand for ecommerce solutions. The actions that we have taken have positioned us well, and we are already working with 76 of our top 100 clients on ecommerce. There are significant new growth opportunities for WPP as clients demand simple, integrated solutions that combine creativity with technology and data expertise. Clients need trusted partners more than ever to help them transform and succeed.

In December 2020, we held a Capital Markets Day to provide an update on progress and to outline our plans to accelerate our growth. We aim to return our communications business to sustainable growth and invest further in the high-growth areas of commerce, experience and technology. A new transformation programme will make us more effective and efficient as we share expertise across a simpler company of stronger agency brands. We are targeting approximately £600 million of cost savings by 2025, of which £400 million will be used to fund investment in the capabilities and technology that will drive future growth for our people, our clients, our agencies, and our shareholders.

The five elements of our corporate strategy are:

- Vision & Offer. A vision developed with our people and clients and a modern offer to meet the needs of our clients in a rapidly changing market.
- Creativity. A renewed commitment to creativity, WPP's most important competitive advantage.
- Data & Technology. Harnessing the strength of marketing and advertising technology, and our unique partnerships with leading technology firms.
- Simpler Structure. Reducing complexity and making sure our clients can access the best resources from across the Company.

- People & Culture. Investment in our people, culture and values to ensure WPP is the natural home for the best and brightest talent.

Sustainability

We have set a new sustainability strategy that directs us to use the power of creativity to build better futures for our people, planet, clients and communities. It sets out the action we are taking to make sure we are the employer of choice for all people – a company where a sense of belonging is felt by everyone, and our differences are celebrated. And it shows how we are tackling the greatest environmental challenges we face, committing to reach net zero carbon emissions across our value chain by 2030.

We know our clients also recognise these challenges and are looking for support and advice. That is why we are increasing our skills and capacity to assist them to make the transition to a sustainable and inclusive world. As an employer of 100,000 people in more than 100 countries, we are using our unique convening power and global partnerships to effect positive change for society as a whole. That is why we are proud to partner with the United Nations, especially the World Health Organization and UN Women, to provide our skills in creativity, communications, data and technology to support them as they support the world.

There has never been a better time to seize the opportunities before us. We are determined to do our very best to realise this potential.

Our sustainability strategy is aligned to all five elements of our corporate strategy:

- Vision & Offer.
  Sustainability at the heart of our offer for clients: A growing number of clients are embracing inclusion, diversity and sustainability and looking to articulate the purpose of their brands. They look for partners who share their sustainability values and aspirations. Our commitment to responsible and sustainable business practices helps us to broaden and deepen these partnerships, and to meet the growing expectations and sustainability requirements in client procurement processes.

- Creativity.
  Social investment: Our pro bono work can make a significant difference to charities and non-governmental organisations (NGOs), enabling our partners to raise awareness and funds, recruit members, and achieve campaign objectives. Pro bono work benefits our business too, providing rewarding creative opportunities for our people that often result in award-winning campaigns that raise the profile of our companies.

  Diverse, equitable and inclusive teams: Diversity and difference powers creativity. We foster an inclusive culture across WPP: one that is equitable, tolerant and respectful of diverse thoughts and individual expression. We want all of our people to feel valued and able to fulfil their potential, regardless of background, lived experience, sex, gender, race and ethnicity, thinking style, sexual orientation, age, religion, disability, family status and so much more.

- Data & Technology.
  Privacy and data ethics: Data – including consumer data – can play an essential role in our work for clients. Data security and privacy are increasingly high-profile topics for regulators, consumers and our clients. We have a responsibility to look after this data carefully, to collect data only when needed and with consent where required, and to store and transfer data securely.

- Simpler Structure.
  Greener office space: Our work to simplify our structure and consolidate our office space is driving a positive impact on our energy use and carbon footprint. We continue to move employees into Campuses, closing multiple smaller sites and replacing them with fewer, larger, more environmentally friendly buildings that offer modern, world-class workspaces.

- People & Culture.
  Shared values across our business and supply chain: Strong employment policies, investment in skills and inclusive working practices help us recruit, motivate and develop the talented people we need to serve our clients in all disciplines across our locations. Selecting suppliers and partners who adopt standards consistent with our own can reduce costs, improve efficiency and protect our reputation.

Clients

- Recognising our clients' growing focus on sustainable products and practices, we continue to strengthen our offer to ensure we can provide our clients with the best support and the expertise they need to deliver against their own sustainability ambitions. For example, in 2020 we became a founding member of AdGreen – alongside clients and partners including Google, Sky and Unilever – an initiative to unite the advertising industry to eliminate the negative environmental impacts of production.
- We have established a Diversity Review Panel to provide a forum to escalate concerns around potentially offensive or culturally insensitive work and receive guidance and advice designed to ensure those concerns are appropriately addressed. Our new Inclusive Marketing Playbook and resource library codifies inclusive marketing principles and best practice for communications, marketing and new business projects to train and equip our client leads for the complexity of this issue.

People

- We spent £19.7 million on training in 2020.
- At year-end 2020, women comprised 40% of the WPP Board and Executive leadership roles, 51% of Senior Managers, and 55% of total employees.

Environment

- WPP is a member of RE100 and has committed to sourcing 100% of its electricity from renewable sources by 2025. In 2020, we purchased 65% of our electricity from renewable sources, including 100% of electricity purchased in the United States and, for the first time, in Canada, UK and most European markets.
- During the year, the Covid-19 pandemic increased global demand for single-use plastics. We remain committed to phasing out plastics that cannot be reused, recycled or composted across all of our offices and Campuses worldwide. To give our offices – many of which were unoccupied for much of 2020 – time to adjust to new safety requirements and consumption patterns, we have extended our timeline to December 2021. We are applying a new level of rigour to how we source products to ensure they comply with our Circular Economy Plastics Policy.
- Our scope 1 and 2 market-based emissions per full-time employee for 2020 were 0.52 tonnes of CO_2e/head. This represents a 37% reduction from 2019 of 0.82 tonnes of CO_2e/head. The 2019 figures have been restated due to the integration of new best practice carbon emissions reporting and data reviews upon joining RE100.

Social investment

- Our pro bono work was worth £12.6 million in 2020 for clients including UN Women and World Health Organization. We also made cash donations to charities of £4.3 million, resulting in a total social investment worth £16.9 million. This is equivalent to 1.6% of headline profit before tax.
- WPP media agencies negotiated free media space worth £59.3 million on behalf of pro bono clients.

Clients

The Group works with 325 of the Fortune Global 500, all 30 of the Dow Jones 30, 62 of the NASDAQ 100, and 61 of the FTSE 100.

The Company's 10 largest clients accounted for 16% of the Company's revenues in the year ended 31 December 2020. No client of the Company represented more than 5% of the Company's aggregate revenues in 2020. The Group's companies have maintained long-standing relationships with many of their clients, with an average length of relationship for the top 10 clients of approximately 50 years.

Government Regulation

From time to time, governments, government agencies and industry self-regulatory bodies in the United States, European Union and other countries in which the Company operates have adopted statutes, regulations, and rulings that directly or indirectly affect the form, content, and scheduling of advertising, public relations and public affairs, and market research, or otherwise limit the scope of the activities of the Company and its clients. Some of the foregoing relate to privacy and data protection and general considerations such as truthfulness, substantiation and interpretation of claims made, comparative advertising, relative responsibilities of clients and advertising, public relations and public affairs firms, and registration of public relations and public affairs firms' representation of foreign governments.

There has been a trend towards expansion of specific rules, prohibitions, media restrictions, labeling disclosures and warning requirements with respect to advertising for certain products, such as over-the-counter drugs and pharmaceuticals, cigarettes, food and certain alcoholic beverages, and to certain groups, such as children. Though the Company does not expect any existing or proposed regulations to have a material adverse impact on the Company's business, the Company is unable to estimate the effect on its future operations of the application of existing statutes or regulations or the extent or nature of future regulatory action.

IT

We have established the WPP Risk Sub-committee focusing on data privacy, security and ethics. Co-chaired by WPP's Chief Privacy Officer and Chief Information Officer, the Sub-committee consists of representation from across the security, technology and data leadership. The Sub-committee is responsible for reviewing and monitoring the Group's approach to regulatory and legal compliance, as well as monitoring data privacy, ethics and security risk. This Sub-committee is pivotal in our approach to our own and our clients' data, as well as contributing to our overall strategy.

2020 saw the first full-increment version of the WPP Data Privacy & Security Charter. Bringing together our related policies, the Charter communicates our approach to data, setting out core principles for responsible data management through our Data Code of Conduct, our technology, privacy and social media policies, and our security standards (based on ISO 27001).

In 2019, we launched the revised data protection and privacy "Safer Data" training as part of the relaunch of the WPP How We Behave training. Completed by all staff, the new training completely overhauls the content and delivery. This training is augmented by subject-focused training, where required, covering specific regulations, regional laws or activities undertaken by our agencies.

Our annual Data Health Checker provides us with insight into how data is used, stored and transferred and helps to identify any parts of the business that need further support on data practices. The results show us that the majority of our agencies continue to have mitigation measures that match or exceed their level of privacy risk, with the average risk score being 1.6 out of five, where five is the maximum score possible and indicates maximum risk.

C. Organizational Structure

The Company's business comprises the provision of creative transformation services on a national, multinational and global basis. It operates in 111 countries (including associates). For a list of the Company's subsidiary undertakings and their country of incorporation see Exhibit 8.1 to this Form 20-F.

D. Property, Plant and Equipment

The majority of the Company's properties are leased, although certain properties which are used mainly for office space are owned. Owned properties are in Latin America (principally in Argentina, Brazil, Chile, Mexico, Peru and Puerto Rico), Asia (India and China) and in Europe (Spain and UK). Principal leased properties, which include office space at the following locations:

Location	Use	Approximate square footage
3 World Trade Center, New York, NY	GroupM, Mindshare, Wavemaker, Mediacom, Essence, Xaxis, Kinetic, WPP, Wunderman Thompson, AKQA, Finance+, WPP-IT	690,000
636 Eleventh Avenue, New York, NY	Hogarth, MJM, SET (89% vacant held for disposition)	564,000
399 Heng Feng Road, Zhabei, Shanghai	Ogilvy, GroupM, Wavemaker, Mediacom, Mindshare, VMLY&R Commerce, Hill+Knowlton Strategies, Global Team Blue, Sudler MDS, Burson Cohn & Wolfe, Peclars, Hogarth, Wunderman Thompson, Superunion, Kinetic	488,000
Calle de Ríos Rosas, 26, Madrid	GroupM, Grey, WPP Health & Wellness, Ogilvy, Hill+Knowlton Strategies, Burson Cohn & Wolfe, Axicom, WPP, Lambie Nairn, Finance +, Superunion, SCPF, VMLY&R, Wunderman Thompson	382,402
The Orb Adjacent to JW Marriott Sahar, Chatrapati Shivaji International Airport, Andheri East, Mumbai	GroupM, Wavemaker, Mindshare, Mediacom, Kinetic, Ogilvy, Grey, Wunderman Thompson, Hill+Knowlton Strategies, Landor & Fitch, VMLY&R, Genesis Burson Cohn & Wolfe, WPP	375,000
3 Columbus Circle, New York, NY	VMLY&R, VMLY&R Commerce, Berlin Cameron, CMI, Taxi, Red Fuse, VMLY&Rx	374,000
200 Fifth Avenue and 23 West 23rd Street, New York, NY	Grey, Ogilvy, Burson Cohn & Wolfe, Landor & Fitch, GCI Health, SJR, Superunion	349,000
Tower B, DLF Cyber Park, Gurugram	GroupM, Wavemaker, Mindshare, Mediacom, Ogilvy, Wunderman Thompson, Hogarth, Grey, Global Team Blue, AKQA, ADK, WPP	340,000
971 Mofarrej Avenue, Sao Paulo	Ogilvy, Wunderman Thompson, VMLY&R, VMLY&R Commerce, Grey, AKQA, David, Mirum, GTB, Fbiz, Blinks Essence, Jussi, Possible, Enext, Try, PmWeb, Foster, Mutato, Burson Cohn & Wolfe, Hill+Knowlton Strategies, Hogarth (Estimated Occupancy Q4 2024)	311,927
333 North Green Street, Chicago, IL	Burson Cohn & Wolfe, Branding, VMLY&R Commerce, GroupM, Hill+Knowlton Strategies, Kinetic, Ogilvy, VMLY&R, Wunderman Thompson, Hogarth, WBA	265,108
125 Queens Quay, Toronto	GroupM, Ogilvy, Wunderman Thompson, VMLY&R, Grey, Hill+Knowlton Strategies (Estimated Q3 2022 Occupancy)	258,053
Sea Containers House, Upper Ground, London SE1	Ogilvy, Wavemaker, WPP	226,000
550 Town Center Drive, Dearborn, MI	Global Team Blue, PRISM, Burrows, POSSIBLE, VMLY&R	217,900

The Company considers its properties, owned or leased, to be in good condition and generally suitable and adequate for the purposes for which they are used. At 31 December 2020, the fixed asset value (cost less depreciation) representing land, freehold buildings and leasehold buildings as reflected in the Company's consolidated financial statements was £613.7 million.

In 2020, we added three new Campuses in Chicago, Hong Kong and Rome, taking the total to 20. Before the end of 2021 we expect to open a further 11 sites. Under our simplification strategy, we expect to locate 85% of our people in Campuses by 2025, compared to 33% today, and a reduction in our office space requirements of between 15% and 20%.

See note 13 to the consolidated financial statements for a schedule by years of lease payments as at 31 December 2020.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

As introduced on page 7, certain Non-GAAP measures are included in the operating and financial review and prospects.

A. Operating Results

Overview

WPP is a creative transformation company with a service offering that allows us to meet the present and future needs of our clients. Our business model is client-centric, and we leverage resource and skills across our internal structures to provide the best possible service. The Company offers services in three reportable segments:

- Global Integrated Agencies;
- Public Relations
- Specialist Agencies

In 2020, approximately 78% of the Company's consolidated revenues from continuing operations were derived from Global Integrated Agencies, with the remaining 22% of its revenues being derived from the remaining two segments.

The following discussion is based on the Company's audited consolidated financial statements beginning on page F-1 of this report. The Group's consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB.

2020 was a tough year for everyone, including our people as they faced the personal and professional challenges of Covid-19. Since March 16 last year, most of them have been working, for most of the time, from their homes – and dealing with all the difficulties this brings. Their commitment to our clients, support for one another and contribution to the communities we serve have been a constant source of inspiration and pride.

Our Company's performance has been remarkably resilient, thanks to the efforts of our people and the demonstrable value of what we do for our clients. While revenues were significantly impacted as clients reduced spending, particularly in the second quarter, our performance exceeded our own expectations and those of the market throughout the year.

The actions taken during 2018 and 2019 to streamline and simplify WPP, and the reduction in our debt to sustainable levels meant that we entered 2020 in a strong financial position. In March 2020 we took action to strengthen our business further, including the suspension of the Kantar share buyback scheme and final dividend for 2019, and a comprehensive programme of cost reduction and cash conservation initiatives, with the aim of protecting as many jobs as possible. More than 3,000 senior executives, beginning with the Board and Executive Committee, volunteered to take a 20% cut in their fees or salary for a three-month period.

We saw five years' worth of innovation in five weeks as society and the economy were digitised at amazing speed. Platforms like TikTok – with whom we signed an exclusive global partnership at the beginning of 2021 – saw record growth. It quickly became clear that the pandemic was accelerating the trends on which we based our vision for WPP, from the explosion of ecommerce and digital experiences as people's lives went online, to growing demand from clients for simple, integrated solutions that combine outstanding creativity with sophisticated data and technology skills.

Having modernised our client offer, simplified our structure and strengthened our agency brands in the 18 months before the pandemic began, we saw the benefits of this acceleration in parts of our business. And because we have such close relationships with the world's leading companies, we could understand their requirements, react quickly to changing consumer behaviour and deliver what clients need. Being fast was vital, and work that might have taken weeks or months to conceive and produce before the pandemic was turned around in days or even hours.

We had a very positive year in terms of client retention and business development, winning an industry-leading $4.4 billion in net new business during 2020 with clients including Alibaba, HSBC, Intel, Uber and Unilever.

Our client satisfaction scores continued to improve as we were recognized for our capabilities in experience, commerce and technology, alongside our classic strengths in communications. During 2020 we worked with 76 of our top 100 clients on ecommerce assignments.

The share price decreased by 25% in 2020 as compared to 2019, closing at 800.0 pence at year end. Since then it has increased to 967.8 pence, up 21%, at 23 April 2021. Dividends in respect of 2020 are 24.0 pence, an increase from 22.7 pence in respect of 2019.

2020 compared with 2019

The financial results for 2020 are based on the Group's continuing operations and the results of Kantar are presented separately as discontinued operations.

Revenues

Revenue was down 9.3% at £12.003 billion in 2020 compared to £13.234 billion in 2019. Revenue on a constant currency basis was down 8.1% compared with last year. Net changes from acquisitions and disposals had a negative impact of 0.8% on growth, leading to a like-for-like performance, excluding the impact of currency and acquisitions, of -7.3%, as compared to 2019. Billings were £46.918 billion in 2020, down 11.6% from £53.059 billion in 2019, and down 9.6% on a like-for-like basis compared to last year.

Costs of services, general and administrative costs

Costs of services decreased by 7.7% in 2020 to £9,987.9 million from £10,825.1 million in 2019.

General and administrative costs increased by 285.7% in 2020 to £4,293.0 million from £1,113.1 million in 2019, principally in relation to an increase in goodwill impairment, an increase in investment write-downs, and an increase in restructuring and transformation costs. Restructuring and transformation costs mainly comprise severance and property-related costs arising from the continuing structural review of parts of the Group's operations and our response to the Covid-19 situation.

Staff costs decreased by 7.5% in 2020 to £6,556.5 million from £7,090.6 million in 2019. Staff costs, excluding incentives (short- and long-term incentives and cost of share-based incentives), decreased by 6.3%. Incentive payments were £185 million compared to £294 million in 2019.

On a like-for-like basis, the average number of people in the Group in 2020 was 102,822 compared to 106,185 in 2019. On the same basis, the total number of people at 31 December 2020 was 99,830 compared to 106,478 at 31 December 2019.

Impairments of £3.119 billion (including £2.823 billion of goodwill impairments and £0.296 billion of investment and other write-downs) were recognised in 2020. The goodwill impairments relate to historical acquisitions whose carrying values have been reassessed in light of the impact of Covid-19. The impairments are driven by a combination of higher discount rates used to value future cash flows, a lower profit base in 2020 and lower industry growth rates. The majority of the impairments relate to businesses acquired as part of the Y&R acquisition in 2000.

In addition to the impairments outlined above, the Group incurred net exceptional losses of £477 million in 2020. This comprises the Group's share of associate company exceptional losses (£146 million), restructuring and transformation costs (£313 million) and other net exceptional losses (£18 million). Restructuring and transformation costs mainly comprise severance and property-related costs arising from the continuing structural review of parts of the Group's operations and our response to the Covid-19 situation. This compares with net exceptional losses in 2019 of £136 million.

Operating loss/profit

Operating loss was £2.278 billion in 2020 compared to a profit of £1.296 billion in 2019, reflecting principally the impairments of £3.119 billion (including £2.823 billion goodwill impairments and £0.296 billion of investment and other write-downs) that were recognized in 2020. Headline operating profit was down 19.2% to £1.261 billion in 2020 compared to £1.561 billion in 2019, and down 17.2% on a like-for-like basis compared to 2019. The sharp decline in profitability year-on-year reflects the sudden and significant impact of Covid-19 on revenue.

Loss/profit before interest and tax

Loss before interest and tax was £2.414 billion in 2020, compared to a profit of £1.311 billion in 2019. Headline PBIT for 2020 was down 21.7% to £1.271 billion from £1.623 billion for 2019.

Finance and investment income, finance costs and revaluation and retranslation of financial instruments

Net finance costs, finance and investment income less finance costs (excluding the revaluation and retranslation of financial instruments), were £229.3 million compared with £260.0 million in 2019, a decrease of £30.7 million year-on-year, primarily as a result of lower average net debt. Revaluation and retranslation of financial instruments resulted in a loss of £147.2 million in 2020, a decrease of £311.0 million from a gain of £163.8 million in 2019 primarily as a result of £196.3 million of retranslation losses for the year ended 31 December 2020.

Loss/profit before taxation

Loss before tax was £2.791 billion in 2020, compared to a profit of £1.214 billion in 2019, reflecting principally the £3.119 billion of impairment charges and investment write-downs and £313 million of restructuring and transformation costs. Headline PBT was down 23.6% to £1.041 billion in 2020 from £1.363 billion in 2019, and down 24.6% on a like-for-like basis compared to 2019.

Taxation

The Group's effective tax rate on loss/profit before tax was -4.6% in 2020 against 22.6% in 2019.

The difference in the rate in 2020 was principally due to non-deductible goodwill impairment. Given the Group's geographic mix of profits and the changing international tax environment, the tax rate is expected to increase slightly over the next few years.

Loss/profit for the year

Loss after tax was £2.920 billion, compared to a profit of £0.939 billion in 2019. Losses attributable to shareholders was £2.974 billion, compared to a profit of £0.860 billion, again reflecting principally the £3.119 billion of impairments, £313 million of restructuring and transformation losses and £146 million of the Group's share of associate company exceptional losses. See note 4 to the consolidated financial statements for more details of share of associate company exceptional losses.

Diluted loss per share was 243.2p, compared to earnings per share of 68.2p in the prior period.

Segment performance

Performance of the Group's businesses is reviewed by management based on headline operating profit. A table showing these amounts by reportable segment and geographical area for each of the three years ended 31 December 2020, 2019 and 2018 is presented in note 2 to the consolidated financial statements. To supplement the reportable segment information presented in note 2 to the consolidated financial statements, the following tables give details of revenue change and revenue less pass-through costs change by geographical area and reportable segment on a reported and like-for-like basis. Headline operating profit and headline operating profit margin by reportable segment are also provided below.

Geographical area

Revenue Analysis

	Reported revenue change %+/(-)		Like-for-like revenue change %+/(-)	
	2020	**2019**	**2020**	**2019**
North America	(8.0)	0.1	(5.8)	(5.0)
United Kingdom	(8.9)	0.6	(7.9)	1.8
Western Continental Europe	(7.1)	1.5	(8.1)	1.5
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	(12.5)	3.5	(8.1)	4.7
Total Group	(9.3)	1.4	(7.3)	0.0

Revenue less pass-through costs analysis

	Reported revenue less pass-through costs[1] change %+/(-)		Like-for-like revenue less pass-through costs[1] change %+/(-)	
	2020	**2019**	**2020**	**2019**
North America	(7.2)	(0.6)	(5.8)	(5.7)
United Kingdom	(11.2)	(0.3)	(10.5)	0.3
Western Continental Europe	(7.2)	(0.3)	(8.1)	0.7
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	(14.8)	0.2	(10.3)	1.4

[1] Revenue less pass-through costs is revenue less media and other pass-through costs. Pass-through costs comprise fees paid to external suppliers where they are engaged to perform part or all of a specific project and are charged directly to clients. See note 3 to the consolidated financial statements for more details of the pass-through costs.

North America like-for-like revenue less pass-through costs was down 5.7% in the final quarter. The United States continued its trend of relative resilience compared to other markets, with VMLY&R and BCW both growing in the fourth quarter. This was offset by GroupM, which saw a slight deterioration compared to the third quarter. Canada finished the year strongly, on the back of new business wins. On a full-year basis, like-for-like revenue less pass-through costs in North America was -5.8%.

United Kingdom like-for-like revenue less pass-through costs was down 7.4% in the final quarter, a slight deterioration on the third quarter. AKQA and BCW were the best performers in the fourth quarter, both growing year-on-year. The lockdown in the UK limited the recovery in the larger integrated agencies. On a full year basis, like-for-like revenue less pass-through costs was -10.5%.

Western Continental Europe like-for-like revenue less pass-through costs was down 3.9% in the final quarter, an improvement on the third quarter performance. The recovery was led by Germany, the Netherlands, Denmark and Sweden. France, Spain and Italy continued to experience Covid-related headwinds. On a full-year basis, like-for-like revenue less pass-through costs was -8.1%.

In Asia Pacific, Latin America, Africa & the Middle East and Central & Eastern Europe, like-for-like revenue less pass-through costs was down 8.8% in the final quarter, the best quarter-on-quarter improvement of all the regions. The sequential improvement from the third quarter was driven by Asia Pacific and Latin America, with performance in the other regions slightly deteriorating in the fourth quarter. On a full-year basis, like-for-like revenue less pass-through costs was -10.3%.

Reportable Segments

Revenue Analysis

	Reported revenue change %+/(-)		Like-for-like revenue change %+/(-)	
	2020	**2019**	**2020**	**2019**
Global Integrated Agencies	(8.8)	2.8	(6.1)	1.4
Public Relations	(6.6)	2.7	(5.8)	(0.7)
Specialist Agencies	(12.8)	(5.1)	(13.3)	(5.9)
Total Group	(9.3)	1.4	(7.3)	0.0

Revenue less pass-through costs analysis

	Reported revenue less pass-through costs[1] change %+/(-)		Like-for-like revenue less pass-through costs[1] change %+/(-)	
	2020	**2019**	**2020**	**2019**
Global Integrated Agencies	(9.7)	0.5	(7.9)	(0.7)
Public Relations	(4.9)	2.1	(4.0)	(1.0)
Specialist Agencies	(13.7)	(4.4)	(11.5)	(5.6)

[1] Revenue less pass-through costs is revenue less media and other pass-through costs. Pass-through costs comprise fees paid to external suppliers where they are engaged to perform part or all of a specific project and are charged directly to clients. See note 3 to the consolidated financial statements for more details of the pass-through costs.

Headline operating profit analysis

	2020		2019		2018	
	£m	**Headline operating profit margin[1] %**	**£m**	**Headline operating profit margin[1] %**	**£m**	**Headline operating profit margin[1] %**
Global Integrated Agencies	967.8	13.2	1,219.5	15.0	1,228.2	15.2
Public Relations	141.3	16.5	140.6	15.7	139.2	15.8
Specialist Agencies	151.4	9.5	200.5	10.9	283.8	14.7
Total Group	1,260.5		1,560.6		1,651.2	

[1] Headline operating profit margin is calculated as headline operating profit as a percentage of revenue less pass-through costs.

Global Integrated Agencies like-for-like revenue less pass-through costs was down 6.3% in the final quarter, a small improvement on the third quarter performance. VMLY&R was the best performing integrated agency, returning to growth in the fourth quarter and demonstrating its improving business momentum since the merger. GroupM like-for-like revenue less pass-through costs was down 4.1% in the fourth quarter, similar to the third quarter. Of the other agencies, Wunderman Thompson improved slightly quarter-on-quarter, while trends at Ogilvy and Grey marginally deteriorated. From 2021, AKQA and Grey will come together within the AKQA Group, and Geometry will be incorporated within VMLY&R. For the full year, like-for-like revenue less pass-through costs for the segment was -7.9%. Headline operating profit was down £251.7 million from £1,219.5 million for the year ended 31 December 2019 to £967.8 million for the year ended 31 December 2020.

Public Relations like-for-like revenue less pass-through costs was -4.1% in the final quarter. The trend at BCW, our largest agency within Public Relations, continued to improve, but H+K Strategies and Specialist PR were weaker in the fourth quarter as a result of a strong comparative period. In July, we announced the merger of Finsbury, Glover Park and Hering Schuppener to form Finsbury Glover Hering, to create a leading global strategic communications and public affairs business. Since the transaction, the business has achieved strong traction both with clients and in attracting new talent. For the full year, like-for-like revenue less pass-through costs for the segment was -4.0%. Headline operating profit was up £0.7 million from £140.6 million for the year ended 31 December 2019 to £141.3 million for the year ended 31 December 2020.

Specialist Agencies like-for-like revenue less pass-through costs was down 8.6% in the final quarter. All of our main agencies improved performance over the third quarter, with AKQA, Superunion and Landor & Fitch showing the biggest sequential improvements. For the full year, like-for-like revenue less pass-through costs for the segment was -11.5%. Headline operating profit was down £49.1 million from £200.5 million for the year ended 31 December 2019 to £151.4 million for the year ended 31 December 2020.

Adjustment of 30 June 2020 Impairment

The goodwill impairment charge recognised for the year ended 31 December 2020 includes £2,812.9 million related to the six-month period ended 30 June 2020. This figure is £328.2 million higher than the £2,484.7 million previously reported in the 30 June 2020 interim financial statements as a result of an adjustment to appropriately reflect the working capital cash flow assumptions in the impairment model.

The table below reflects the impact of the adjustment on key income statement and balance sheet line items. The £333.3 million adjustment reflects the £328.2 million increase in the goodwill impairment charge and a £5.1 million increase primarily in impairment of right-of-use assets with a related increase in the deferred tax credit of £13.1 million and a corresponding decrease in deferred tax liabilities.

Six months ended 30 June 2020

£ million	**As previously reported**	**Adjusted**
Continuing operations		
General and administrative costs	3,195.3	3,528.6
Operating loss	(2,417.3)	(2,750.6)
Loss before interest and taxation	(2,469.2)	(2,802.5)
Loss before taxation	(2,843.9)	(3,177.2)
Loss for the period from continuing operations	(2,867.9)	(3,188.1)
Loss for the period	(2,864.8)	(3,185.0)
Headline operating profit	382.3	382.3
Loss for the period attributable to equity holders of the parent	(2,889.0)	(3,209.2)
Weighted average shares used in basic EPS calculation (million)	1,224.7	1,224.7
Reported basic earnings per share	(235.9p)	(262.0p)
Goodwill	8,096.3	7,768.1
Deferred tax liabilities	(398.9)	(385.8)
Net assets	5,779.7	5,459.5

We will reflect these adjustments in the comparatives included in the 2021 interim financial statements.

The following table presents the CGUs with significant goodwill impairments that were recognised as at 30 June 2020, both as previously reported and as adjusted for the identified adjustment.

		As reported		As adjusted	
CGU £ million	Operating Sector	Recoverable amount as at 30 June 2020	Goodwill impairment charge for the period ended 30 June 2020	Recoverable amount as at 30 June 2020	Goodwill impairment charge for the period ended 30 June 2020
Wunderman Thompson	Global Integrated Agencies	1,932.2	1,054.4	1,759.5	1,207.5
VMLY&R	Global Integrated Agencies	918.3	472.0	871.0	516.9
Burson Cohn & Wolfe	Public Relations	859.8	127.0	845.9	140.3
Geometry Global	Specialist Agencies	205.9	232.5	128.4	305.8
Landor & Fitch	Specialist Agencies	197.5	158.1	169.5	185.4
Other		1,349.3	440.7	1,325.7	457.0
		5,463.0	2,484.7	5,100.0	2,812.9

2019 compared with 2018

For a discussion of the year ended 31 December 2019 compared to the year ended 31 December 2018, please refer to "Item 5. Operating and Financial Review and Prospects" in our Annual Report on Form 20-F/A for the year ended 31 December 2019.

B. Liquidity and Capital Resources

General—The primary sources of funds for the Group are cash generated from operations and funds available under its credit facilities. The primary uses of cash funds in recent years have been for debt service and repayment, capital expenditures, acquisitions, share repurchases and cancellations and dividends. For a breakdown of the Company's sources and uses of cash and for the Company's liquidity risk management see the "Consolidated Cash Flow Statement" and note 25, which are included as part of the Company's consolidated financial statements in Item 18 of this Report.

In 2020 the attractiveness of our investment proposition was demonstrated by our performance, which exceeded both our own expectations and those of the market. We believe we are in a strong financial position with diverse revenue streams from a balanced global portfolio, resilient revenue streams from a varied client base that covers all sectors, a predominantly variable cost structure which protects profitability during a downturn. We have a strong balance sheet and ample liquidity due to strong cash generation and over 60 disposals. As at 31 December 2020 we had cash and cash equivalents of £4.3 billion comprised of £12.9 billion of cash and short-term deposits and £8.6 billion of bank overdrafts. Total liquidity, including undrawn credit facilities, was £6.4 billion.

Funds returned to shareholders in 2020 totaled £412 million, including dividends and share buybacks. In 2020, 32.8 million shares, or 2.5% of the issued share capital, were purchased at a cost of £290 million.

The Group's liquidity is affected primarily by the working capital flows associated with its media buying activities on behalf of clients. The working capital movements relate primarily to the Group's billings. Billings comprise the gross amounts billed to clients in respect of commission-based/fee-based income together with the total of other fees earned. In 2020, billings were £46.9 billion, or 3.9 times the revenue of the Group. The inflows and outflows associated with media buying activity therefore represent significant cash flow within each month of the year and are forecast and re-forecast on a regular basis throughout the year by the Group's treasury staff so as to ensure that there is continuing coverage of peak requirements through committed borrowing facilities from the Group's bankers and other sources.

Liquidity risk management—The Group manages liquidity risk by ensuring continuity and flexibility of funding even in difficult market conditions. Undrawn committed borrowing facilities are maintained in excess of peak net-borrowing levels and debt maturities are closely monitored. Targets for debt less cash position are set on an annual basis and, to assist in meeting this, working capital targets are set for all the Group's major operations. See additional discussion on liquidity risk in note 25 to the consolidated financial statements.

Debt

The Company's borrowings consist of bonds and revolving credit facilities; details on the Company's borrowings are provided in note 10 to the consolidated financial statements.

The Group has a five-year Revolving Credit Facility of $2.5 billion due March 2026 (extended from March 2025 in February 2021). Borrowings under the Revolving Credit Facility are governed by certain financial covenants based on the results and financial position of the Group, including requirements that (i) the interest coverage ratio for each financial period equal or exceed 5.0 to 1 and (ii) the ratio of borrowed funds to earnings before interest, taxes, depreciation and amortisation at 30 June and 31 December in each year shall not exceed 3.5 to 1, both covenants are defined in the relevant agreement. The Group is in compliance with both covenants.

The Group also has a one-year Revolving Credit Facility of A$150 million due August 2021 and a three-year Revolving Credit Facility of A$270 million due August 2023. Borrowings under these facilities are governed by certain financial covenants based on the results and financial position of WPP AUNZ, including requirements that (i) the interest coverage ratio for each financial period equal or exceed 4.0 to 1 and (ii) the ratio of borrowed funds to earnings before interest, taxes, depreciation and amortisation at 30 June and 31 December in each year shall not exceed 3.0 to 1, both covenants are defined in the relevant agreement. The Group is in compliance with both covenants.

Hedging of financial instruments—The Group's policy on interest rate and foreign exchange rate management sets out the instruments and methods available to hedge interest and currency risk exposures and the control procedures in place to ensure effectiveness. The Group uses derivative financial instruments to reduce exposure to foreign exchange risk and interest rate movements. The Group does not hold or issue derivative financial instruments for speculative purposes.

Cash flow and balance sheet

Net cash inflow from operating activities increased to £2.055 billion in 2020 from £1.851 billion in 2019. Operating loss from continuing and discontinued operations was £2.267 billion, depreciation and amortisation £631 million, impairments and investment and other write downs £3,316 million, non-cash share-based incentive charges £74 million, working capital and provisions inflow £838 million, earnout payments £115 million, net interest paid £100 million, tax paid £372 million, lease liabilities (including interest) paid £399 million, capital expenditure £273 million and other net cash outflows £50 million. Free cash flow was, therefore, an inflow of £1,283 million.

Free cash flow inflow was enhanced by £284 million disposal proceeds (of which £272 million was disposals of investments and subsidiaries net of cash disposed and £11 million was disposal of property, plant and equipment) and reduced by £144 million in net initial acquisition payments, £122 million in dividend payments and £290 million of share repurchases and buybacks, which resulted in a cash inflow of £1.0 billion compared to £2.5 billion in 2019.

The main drivers of the cash flow performance year-on-year were the lower operating profit as a result of the impact of the pandemic, lower net disposal proceeds, and the share buybacks, offset by the very strong working capital performance and a reduction in the dividend.

As at 31 December 2020 we had cash and cash equivalents of £4.3 billion and total liquidity, including undrawn credit facilities, of £6.4 billion. Debt financing was £13.6 billion at 31 December 2020, compared to £12.8 billion at 31 December 2019, an increase of £0.7 billion. Average net debt in 2020 was £2.3 billion, compared to £4.4 billion in 2019, at 2020 exchange rates. On 31 December 2020, net debt was £0.7 billion, against £1.5 billion on

31 December 2019, a reduction of £1.0 billion at 2020 exchange rates. The reduced net debt figure year-on-year mainly reflects the benefit of the improved working capital performance and the reduced outflow from dividend payments.

In May 2020, we issued bonds of €750 million and £250 million. Our bond portfolio at 31 December 2020 had an average maturity of 7.4 years, with no maturities until 2022.

Refer to Item 5F for details on the Company's material commitments for capital expenditures at 31 December 2020.

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Operating Results on pages 14 to 20 and Risk Factors on pages 2 to 5. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the financial statements and the notes to the financial statements include the company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk and liquidity risk. The Company's forecasts and projections, taking account of (i) reasonably possible declines in revenue less pass through costs; and (ii) remote declines in revenue less pass-through costs for stress-testing purposes as a consequence of the Covid-19 pandemic compared to 2020, considering the Group's bank covenant and liquidity headroom taking into account the suspension of share buybacks, dividends and acquisitions, and cost mitigation actions which are and which could be implemented, show that the Company and the Group would be able to operate with appropriate liquidity and within its banking covenants and be able to meet its liabilities as they fall due. The Company modelled a range of revenue less pass through cost declines up to 30% compared with the year ended 31 December 2020. The Directors therefore have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

This section is included in the 2020 WPP Annual Report posted on the Company's website at www.wpp.com/investors pursuant to UK requirements and is provided in this Form 20-F as supplemental information. This Annual Report on Form 20-F does not incorporate by reference information on the Company's website. The 2020 WPP Annual Report will be furnished to the SEC on Form 6-K.

Summarised financial information about Guarantors and Issuers of Guaranteed Securities

WPP Finance 2010 has in issue $500 million of 3.625% bonds due September 2022 and $93 million ($28 million was repaid in 2018 and $179 million was repaid in 2019 from the $300 million initially issued) of 5.125% bonds due September 2042 with WPP plc as parent guarantor and WPP Air 1, WPP 2008 Limited, WPP 2005 Limited, WPP 2012 Limited and WPP Jubilee Limited as subsidiary guarantors. WPP Finance 2010 repaid in full $812 million of 4.75% bonds due November 2021 on December 27, 2019.

In the event that WPP Finance 2010 fails to pay the holders of the securities, thereby requiring WPP plc, WPP Air 1, WPP 2008 Limited, WPP 2005 Limited, WPP 2012 Limited or WPP Jubilee Limited to make payment pursuant to the terms of their full and unconditional, and joint and several guarantee of those securities, there is no impediment to WPP plc, WPP Air 1, WPP 2008 Limited, WPP 2005 Limited, WPP 2012 Limited or WPP Jubilee Limited obtaining reimbursement for any such payments from WPP Finance 2010.

For the year ended 31 December 2020, £m

	WPP Finance 2010 (issuer), WPP plc and Subsidiary Guarantors
Continuing operations	
Revenue	—
Costs of services	—
Gross profit	—
Finance and investment income from non-guarantors	26.4
Finance costs to non-guarantors	(266.4)
Loss for the year from continuing operations	(568.2)
Loss for the year	(568.2)

	WPP Finance 2010 (issuer), WPP plc and Subsidiary Guarantors
Due from Non-Guarantors-long term	1,842.0
Non-current assets	1,987.4
Due from Non-Guarantors-short term	310.9
Current assets	959.4
Due to Non-Guarantors-short term	(21,919.5)
Current Liabilities	(24,863.4)
Due to Non-Guarantors-long term	(7,447.9)
Non-current liabilities	(8,713.2)

WPP Finance 2010 has in issue $750 million of 3.750% bonds due September 2024 and $220 million ($50 million was repaid in 2018 and $230 million was repaid in 2019 from the $500 million initially issued) of 5.625% bonds due November 2043, with WPP plc as parent guarantor and WPP Jubilee Limited and WPP 2005 Limited as subsidiary guarantors.

In the event that WPP Finance 2010 fails to pay the holders of the securities, thereby requiring WPP plc, WPP Jubilee Limited or WPP 2005 Limited to make payment pursuant to the terms of their full and unconditional, and joint and several guarantee of those securities, there is no impediment to WPP plc, WPP Jubilee Limited or WPP 2005 Limited obtaining reimbursement for any such payments from WPP Finance 2010.

For the year ended 31 December 2020, £m

	WPP Finance 2010 (issuer), WPP plc and Subsidiary Guarantors
Continuing operations	
Revenue	—
Costs of services	—
Gross profit	—
Finance and investment income from non-guarantors	26.4
Finance costs to non-guarantors	(266.4)
Loss for the year from continuing operations	(568.2)
Loss for the year	(568.2)

	WPP Finance 2010 (issuer), WPP plc and Subsidiary Guarantors
Due from Non-Guarantors-long term	1,842.0
Non-current assets	1,987.4
Due from Non-Guarantors-short term	483.9
Current assets	1,128.5
Due to Non-Guarantors-short term	(21,920.1)
Current Liabilities	(24,863.9)
Due to Non-Guarantors-long term	(7,447.9)
Non-current liabilities	(8,713.2)

The issuer and guarantors of the bonds (issuer and subsidiary guarantors are 100% owned by WPP plc) are consolidated subsidiaries of WPP plc and are each subject to the reporting requirements under section 15(d) of the Securities Exchange Act of 1934. The summarized financial information for WPP Finance 2010 and the guarantors is presented on a combined basis with intercompany balances and transactions between the entities in the issuer and guarantors group eliminated. The summarised financial information is prepared in accordance with IFRS as issued by the IASB and is intended to provide investors with meaningful financial information, and is provided pursuant to the adoption of Rule 13-01 of Regulation S-X which allows for alternative financial disclosures or narrative disclosures in lieu of the separate financial statements of WPP Finance 2010 and the guarantors. The financial information presented is that of the issuers and guarantors of the guaranteed security, and the financial information of non-issuer and non-guarantor subsidiaries has been excluded.

C. Research and Development, Patents and Licenses, etc.

Not applicable.

D. Trend Information

The discussion below and in the rest of this Item 5 includes forward-looking statements regarding plans, objectives, projections and anticipated future performance based on assumptions that are subject to risks and uncertainties. As such, actual results or outcomes may differ materially from those discussed in the forward-looking statements. See "Forward-Looking Statements" preceding Item 1 in this annual report.

As the global economy starts to recover from Covid-19, having simplified our business and reduced debt, we believe WPP is well positioned to support our clients in achieving their growth aspirations. First quarter revenue was strong and we continue to exercise tight cost control. While these are encouraging trends, there remains continued uncertainty across a number of our markets.

For additional information regarding the trends in our business, see Item 5A Operating Results and Item 5B Liquidity and Capital Resources above.

E. Off-Balance Sheet Arrangements

None.

F. Tabular Disclosure of Contractual Obligations

The following summarises the Company's estimated contractual obligations at 31 December 2020, and the effect such obligations are expected to have on its liquidity and cash flows in the future periods. Certain obligations presented below held by one subsidiary of the Company may be guaranteed by another subsidiary in the ordinary course of business.

		Payments due in					
£m	**Total**	**2021**	**2022**	**2023**	**2024**	**2025**	**Beyond 2025**
Debt financing under the Revolving Credit Facility and in relation to unsecured loan notes[1]							
Eurobonds	3,224.1	—	223.9	671.7	—	447.8	1,880.7
Sterling bonds	650.0	—	—	—	—	—	650.0
US$ bonds	1,143.1	—	365.8	—	548.6	—	228.7
Bank revolvers	42.3	42.3	—	—	—	—	—
Subtotal	5,059.5	42.3	589.7	671.7	548.6	447.8	2,759.4
Interest payable	1,208.4	139.9	135.9	124.0	100.5	80.4	627.7
Total	6,267.9	182.2	725.6	795.7	649.1	528.2	3,387.1
Lease liabilities[2]	2,783.1	412.3	357.7	309.0	255.3	209.9	1,238.9
Capital commitments[3]	132.5	116.7	13.8	1.9	0.1	—	—
Investment commitments[3]	7.5	7.5	—	—	—	—	—
Financial derivatives	3.0	10.4	9.6	(5.8)	5.3	(16.5)	—
Estimated obligations under acquisition earnouts and put option agreements	225.0	67.1	68.2	16.0	56.7	11.8	5.2
Total contractual obligations	9,419.0	796.2	1,174.9	1,116.8	966.5	733.4	4,631.2

1 In addition to debt financing under the Revolving Credit Facility and in relation to unsecured loan notes, the Company had short-term overdrafts at 31 December 2020 of £8,562.0 million. The Group's net debt at 31 December 2020 was £695.6 million and is analysed in Item 5B.

2 In addition to the lease liabilities, the total committed future cash flow for leases not yet commenced at 31 December 2020 is £674.3 million. In 2020, variable lease expenses were £65.4 million which primarily include real estate taxes and insurance costs.

3 Capital and investment commitments include commitments contracted, but not provided for in respect of property, plant and equipment and in respect of interests in associates and other investments, respectively.

Contributions to funded plans are determined in line with local conditions and practices. Contributions in respect of unfunded plans are paid as they fall due. The total contributions (for funded plans) and benefit payments (for unfunded plans) paid for 2020 amounted to £20.3 million (2019: £37.1 million. 2018: £44.9 million). Employer contributions and benefit payments in 2021 are expected to be approximately £25 million. Projections for years after 2021 are subject to a number of factors, including future asset performance and changes in assumptions which mean the Company is unable to make sufficiently reliable estimations of future contributions.

Non-GAAP Information

As introduced on page 7, the following metrics are the Group's Non-GAAP measures.

Constant currency

These consolidated financial statements are presented in pounds sterling. However, the Company's significant international operations give rise to fluctuations in foreign exchange rates. To neutralize foreign exchange impact and illustrate the underlying change in revenue, profit and other relevant financial statement line items from one year to the next, the Company has adopted the practice of discussing results in both reportable currency (local currency results translated into pounds sterling at the prevailing foreign exchange rate) and constant currency.

The Group uses US dollar-based, constant currency models to measure performance. These are calculated by applying budgeted 2020 exchange rates to local currency reported results for the current and prior year. This gives a US dollar-denominated income statement which excludes any variances attributable to foreign exchange rate movements.

Pro-forma ('like-for-like')

Management believes that discussing like-for-like contributes to the understanding of the Company's performance and trends because it allows for meaningful comparisons of current year to that of prior years.

Pro-forma comparisons are calculated as follows: current year, constant currency actual results (which include acquisitions from the relevant date of completion) are compared with prior year, constant currency actual results, adjusted to include the results of acquisitions for the commensurate period in the prior year. The Group uses the terms 'pro-forma' and 'like-for-like' interchangeably.

The following table reconciles reported revenue growth for 2020 and 2019 to like-for-like revenue for the same period.

Continuing operations	**Revenue**	
	£m	
2018 Reportable	**13,047**	
Impact of exchange rate changes	165	1.2%
Impact of acquisition	22	0.2%
Like-for-like growth	—	—
2019 Reportable	**13,234**	**1.4%**
Impact of exchange rate changes	(159)	(1.2%)
Impact of acquisition	(106)	(0.8%)
Like-for-like growth	(966)	(7.3%)
2020 Reportable	**12,003**	**(9.3%)**

Headline operating profit

Headline operating profit is one of the measures that management uses to assess the performance of the business.

Headline operating profit is calculated as operating profit before gains/losses on disposal of investments and subsidiaries, investment and other write-downs, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, restructuring and transformation costs, restructuring costs in relation to Covid-19, litigation settlement, gain on sale of freehold property in New York and gains/losses on remeasurement of equity interests arising from a change in scope of ownership.

A tabular reconciliation of operating profit to headline operating profit is provided in note 31 to the consolidated financial statements.

Headline PBIT

Headline PBIT is one of the metrics that management uses to assess the performance of the business.

Headline PBIT is calculated as profit before finance and investment income/costs and revaluation and retranslation of financial instruments, taxation, gains/losses on disposal of investments and subsidiaries, investment and other write-downs, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, restructuring and transformation costs, restructuring costs in relation to Covid-19, litigation settlement, gain on sale of freehold property in New York, share of exceptional gains/losses of associates and gains/losses on remeasurement of equity interests arising from a change in scope of ownership.

A tabular reconciliation of profit before interest and taxation to headline PBIT is shown below.

Continuing operations	Year ended 31 December		
	2020 £m	2019 £m	2018 £m
(Loss)/profit before interest and taxation	**(2,414.1)**	**1,310.6**	**1,275.8**
Amortisation and impairment of acquired intangible assets	89.1	121.5	201.8
Goodwill impairment	2,822.9	47.7	176.5
Gains on disposal of investments and subsidiaries	(7.8)	(40.4)	(237.9)
Gains on remeasurement of equity interests arising from a change in scope of ownership	(0.6)	(0.4)	(2.0)
Investment and other write-downs	296.2	7.5	2.0
Restructuring and transformation costs	80.7	153.5	265.5
Restructuring costs in relation to Covid-19	232.5	—	—
Share of exceptional losses of associates	146.1	47.8	41.5
Litigation settlement	25.6	(16.8)	—
Gain on sale of freehold property in New York	—	(7.9)	—
Headline PBIT	**1,270.6**	**1,623.1**	**1,723.2**

Headline PBT

Headline PBT is one of the metrics that management uses to assess the performance of the business.

Headline PBT is calculated as profit before taxation, gains/losses on disposal of investments and subsidiaries, investment and other write-downs, goodwill impairment and other goodwill write-downs, amortisation and impairment of acquired intangible assets, restructuring and transformation costs, restructuring costs in relation to Covid-19, litigation settlement, gain on sale of freehold property in New York, share of exceptional gains/losses of associates, gains/losses arising from the revaluation and retranslation of financial instruments and gains/losses on remeasurement of equity interests arising from a change in scope of ownership.

A tabular reconciliation of profit before taxation to headline PBT is shown below.

Continuing operations	Year ended 31 December		
	2020 £m	2019[1] £m	2018[1] £m
(Loss)/profit before taxation	**(2,790.6)**	**1,214.3**	**1,019.3**
Amortisation and impairment of acquired intangible assets	89.1	121.5	201.8
Goodwill impairment	2,822.9	47.7	176.5
Gains on disposal of investments and subsidiaries	(7.8)	(40.4)	(237.9)
Gains on remeasurement of equity interests arising from a change in scope of ownership	(0.6)	(0.4)	(2.0)
Investment and other write-downs	296.2	7.5	2.0
Restructuring and transformation costs	80.7	153.5	265.5
Restructuring costs in relation to Covid-19	232.5	—	—
Share of exceptional losses of associates	146.1	47.8	41.5
Litigation settlement	25.6	(16.8)	—
Gain on sale of freehold property in New York	—	(7.9)	—
Revaluation and retranslation of financial instruments	147.2	(163.8)	76.3
Headline PBT	**1,041.3**	**1,363.0**	**1,543.0**

[1] Figures have been restated to be in accordance with IAS 39 Financial Instruments: Recognition and Measurement, as described in the accounting policies of the consolidated financial statements.

Billings and estimated net new business/billings

Billings and estimated net new business/billings are metrics that management uses to assess the performance of the business.

Billings comprise the gross amounts billed to clients in respect of commission-based/fee-based income together with the total of other fees earned. Net new business/billings represent the estimated annualized impact on billings of new business gained from both existing and new clients, net of existing client business lost. The estimated impact is based upon initial assessments of the clients' marketing budgets, which may not necessarily result in actual billings of the same amount.

Free cash flow

The Group bases its internal cash flow objectives on free cash flow. Management believes free cash flow is meaningful to investors because it is the measure of the Company's funds available for acquisition related payments, dividends to shareholders, share repurchases and debt repayment. The purpose of presenting free cash flow is to indicate the ongoing cash generation within the control of the Group after taking account of the necessary cash expenditures of maintaining the capital and operating structure of the Group (in the form of payments of interest, corporate taxation and capital expenditure). This computation may not be comparable to that of similarly titled measures presented by other companies.

Free cash flow is calculated as net cash inflow from operating activities plus payment on early settlement of bonds and proceeds from the issue of shares, less earnout payments, purchases of property, plant and equipment, purchases of other intangible assets, repayment of lease liabilities, and dividends paid to non-controlling interests in subsidiary undertakings.

A tabular reconciliation of net cash inflow from operating activities to free cash flow is shown below.

	Year ended 31 December		
	2020 £m	**2019 £m**	**2018 £m**
Net cash inflow from operating activities	**2,054.8**	**1,850.5**	**1,693.8**
Payment on early settlement of bonds	—	63.4	—
Share option proceeds	—	0.6	1.2
Earnout payments	(115.2)	(130.2)	(120.2)
Purchases of property, plant and equipment	(218.3)	(339.3)	(314.8)
Purchases of other intangible assets (including capitalised computer software)	(54.4)	(54.8)	(60.4)
Repayment of lease liabilities	(300.1)	(249.8)	—
Dividends paid to non-controlling interests in subsidiary undertakings	(83.3)	(96.2)	(106.2)
Free cash flow	**1,283.5**	**1,044.2**	**1,093.4**

Net debt and average net debt

Management believes that net debt and average net debt are appropriate and meaningful measures of the debt levels within the Group. This is because of the seasonal swings in our working capital generally, and those resulting from our media buying activities on behalf of our clients in particular, together with the fact that we choose for commercial reasons to locate the debt of the Group in particular countries and leave cash resources in others—though our cash resources could be used to repay the debt concerned.

Net debt at a period end is calculated as the sum of the net borrowings of the Group, derived from the cash ledgers and accounts in the balance sheet. Average net debt is calculated as the average daily net borrowings of the Group. Net debt excludes lease liabilities.

The following table is an analysis of net debt:

	2020 £m	2019[1] £m	2018[1] £m
Cash and short-term deposits	12,899.1	11,305.7	11,065.8
Bank overdraft, bonds and bank loans due within one year	(8,619.2)	(8,798.0)	(9,447.7)
Bonds and bank loans due after one year	(4,975.5)	(4,047.3)	(5,634.8)
Net debt	**(695.6)**	**(1,539.6)**	**(4,016.7)**

[1] Figures have been restated to be in accordance with IAS 32 Financial Instruments: Presentation, as described in the accounting policies section of the consolidated financial statements.

Use of Estimates

The preparation of consolidated financial statements requires management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates.

Critical Accounting Policies

The Company's consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB. A summary of the Group's principal accounting policies is provided in the Accounting Policies section of the consolidated financial statements. The Company believes certain of these accounting policies are particularly critical to understand the more significant judgements and estimates used in the preparation of its consolidated financial statements. Therefore, we have prepared the following supplemental discussion of critical accounting policies, which should be read together with our consolidated financial statements and notes thereto.

Goodwill and other intangibles

The Company has a significant amount of goodwill and other intangible assets. In accordance with the Group's accounting policy, the carrying values of goodwill and intangible assets with indefinite useful lives are reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired.

The impairment review is undertaken annually on 30 September. Under IFRS, an impairment charge is required for both goodwill and other indefinite-lived assets when the carrying amount exceeds the "recoverable amount", defined as the higher of fair value less costs to sell and value in use. The review assessed whether the carrying value of goodwill and intangible assets with indefinite useful lives was supported by the value in use determined as the net present value of future cash flows.

Due to a significant number of cash-generating units (CGUs), the impairment test was performed in two steps. In the first step, the recoverable amount was calculated for each CGU using the latest available forecasts for 2020 and/or 2021, nil growth rate thereafter (2019: 3.0%) and a conservative pre-tax discount rate. The conservative pre-tax discount rate was above the rate calculated for the global networks. For smaller CGUs that operate primarily in a particular region subject to higher risk, the higher of the conservative global network rate or 100 basis points above the regional discount rate was used in the first step.

The recoverable amount was then compared to the carrying amount. CGUs where the recoverable amount exceeded the carrying amount were not considered to be impaired. Those CGUs where the recoverable amount did not exceed the carrying amount were then further reviewed in the second step.

In the second step, these CGUs were retested for impairment using more refined assumptions. This included using a CGU specific pre-tax discount rate and management forecasts for a projection period of up to five years, followed by an assumed long-term growth rate that does not exceed the long-term average growth rate for the industry. If the recoverable amount using the more specific assumptions did not exceed the carrying value of a CGU, an impairment charge was recorded.

The long-term growth rate is derived from management's best estimate of the likely long-term trading performance with reference to external industry reports and other relevant market trends.

The discount rate uses the capital asset pricing model (CAPM) to derive the cost of equity along with an estimated cost of debt that is weighted by an appropriate capital structure to derive an indication of a weighted average cost of capital. The cost of equity is calculated based on long-term government bond yield, an estimate of the required premium for investment in equity relative to government securities and further considers the volatility associated with peer public companies relative to the market. The cost of debt reflects an estimated market yield for long-term debt financing after taking into account the credit profile of public peer companies in the industry. The capital structure used to weight the cost of equity and cost of debt has been derived from the observed capital structure of public peer companies.

We developed a global discount rate that takes into account the diverse nature of the operations, as these CGUs operate with a diverse range of clients in a range of industries throughout the world, hence are subject to similar levels of market risks. Specific rates were applied to the CGUs that have more regional specific operations.

Our approach in determining the recoverable amount utilises a discounted cash flow methodology, which necessarily involves making numerous estimates and assumptions regarding revenue less pass-through costs growth, operating margins, appropriate discount rates and working capital requirements. The key assumptions used for estimating cash flow projections in the Group's impairment testing are those relating to revenue less pass-through costs growth and operating margins. The key assumptions take account of the businesses' expectations for the projection period. These expectations consider the macroeconomic environment, industry and market conditions, the CGU's historical performance and any other circumstances particular to the unit, such as business strategy and client mix.

These estimates will likely differ from future actual results of operations and cash flows, and it is possible that these differences could be material. In addition, judgements are applied in determining the level of CGU identified for impairment testing and the criteria used to determine which assets should be aggregated. A difference in testing levels could affect whether an impairment is recorded and the extent of impairment loss. Transfers of carrying value between CGUs are determined on a relative value basis.

Acquisition accounting

The Group accounts for acquisitions in accordance with IFRS 3 'Business Combinations'. IFRS 3 requires the acquiree's identifiable assets, liabilities and contingent liabilities (other than non-current assets or disposal groups held for sale) to be recognised at fair value at acquisition date. In assessing fair value at acquisition date, management make their best estimate of the likely outcome where the fair value of an asset or liability may be contingent on a future event. In certain instances, the underlying transaction giving rise to an estimate may not be resolved until some years after the acquisition date. IFRS 3 requires the release to profit of any acquisition reserves which subsequently become excess in the same way as any excess costs over those provided at acquisition date are charged to profit. At each period end, management assess provisions and other balances established in respect of acquisitions for their continued probability of occurrence and amend the relevant value accordingly through the consolidated income statement or as an adjustment to goodwill as appropriate under IFRS 3. Goodwill arising from acquisitions represents the value of synergies with our existing portfolio of businesses and skilled staff to deliver services to our clients.

Future anticipated payments to vendors in respect of contingent consideration (earnout agreements) are initially recorded at fair value which is the present value of the expected cash outflows of the obligations. The obligations are dependent on the future financial performance of the interests acquired (typically over a four- to five-year period following the year of acquisition) and assume the operating companies improve profits in line with Directors' estimates. The Directors derive their estimates from internal business plans together with financial due diligence performed in connection with the acquisition. Subsequent adjustments to the fair value are recorded in the consolidated income statement within revaluation and retranslation of financial instruments. A summary of earnout related obligations included in trade and other payables is shown in note 19 to the consolidated financial statements.

WPP has also entered into option agreements that allow the Group's equity partners to require the Group to purchase a non-controlling interest. These agreements are treated as derivatives over equity instruments and are recorded in the consolidated balance sheet initially at the present value of the redemption amount in accordance with IAS 32 Financial Instruments: Presentation and subsequently, the financial liability is measured in accordance with IFRS 9 Financial Instruments. Changes in the measurement of the financial liability due to the unwinding of the discount or changes in the amount that the Group could be required to pay are recognized in profit or loss within revaluation and retranslation of financial instruments in the consolidated income statement.

Actual performance may differ from the assumptions used resulting in amounts ultimately paid out with respect to these earnout and option agreements at more or less than the recorded liabilities. Estimates are required regarding growth rates in deriving future financial performance and discount rates to be applied when measuring the liabilities for earnout and option agreements. The assumptions and sensitivity to changes in these assumptions is shown in note 26 to the consolidated financial statements.

Revenue recognition

The Group is a leading worldwide creative transformation organisation offering national and multinational clients a comprehensive range of communications, experience, commerce and technology services. Contracts often involve multiple agencies offering different services in different countries. As such, the terms of local, regional and global contracts can vary to meet client needs and regulatory requirements. Consistent with the industry, contracts are typically short-term in nature and tend to be cancellable by either party with 90 days' notice.

The Group is generally entitled to payment for work performed to date. The Group is generally paid in arrears for its services. Invoices are typically payable within 30 to 60 days. Revenue comprises commissions and fees earned in respect of amounts billed and is stated exclusive of VAT, sales taxes and trade discounts. Pass-through costs comprise fees paid to external suppliers when they are engaged to perform part or all of a specific project and are charged directly to clients, predominantly media costs. Costs to obtain a contract are typically expensed as incurred as the contracts are generally short-term in nature.

In most instances, promised services in a contract are not considered distinct or represent a series of services that are substantially the same with the same pattern of transfer to the customer and, as such, are accounted for as a single performance obligation. However, where there are contracts with services that are capable of being distinct, are distinct within the context of the contract, and are accounted for as separate performance obligations, revenue is allocated to each of the performance obligations based on relative standalone selling prices.

Revenue is recognised when a performance obligation is satisfied, in accordance with the terms of the contractual arrangement. Typically, performance obligations are satisfied over time as services are rendered. Revenue recognised over time is based on the proportion of the level of service performed. Either an input method or an output method, depending on the particular arrangement, is used to measure progress for each performance obligation. For most fee arrangements, costs incurred are used as an objective input measure of performance. The primary input of substantially all work performed under these arrangements is labour. There is normally a direct relationship between costs incurred and the proportion of the contract performed to date. In other circumstances relevant output measures, such as the achievement of any project milestones stipulated in the contract, are used to assess proportional performance.

For our retainer arrangements, we have a stand ready obligation to perform services on an ongoing basis over the life of the contract. The scope of these arrangements are broad and generally are not reconcilable to another input or output criteria. In these instances, revenue is recognised using a time-based method resulting in straight-line revenue recognition.

The amount of revenue recognised depends on whether we act as an agent or as a principal. Certain arrangements with our clients are such that our responsibility is to arrange for a third party to provide a specified good or service to the client. In these cases we are acting as an agent as we do not control the relevant good or service before it is transferred to the client. When we act as an agent, the revenue recorded is the net amount retained. Costs incurred with external suppliers (such as production costs and media suppliers) are excluded from revenue and recorded as work in progress until billed.

The Group acts as principal when we control the specified good or service prior to transfer. When the Group acts as a principal (such as when supplying in-house production services, events and branding), the revenue recorded is the gross amount billed. Billings related to out-of-pocket costs such as travel are also recognised at the gross amount billed with a corresponding amount recorded as an expense. Further details on revenue recognition are detailed by sector below:

Global Integrated Agencies

Revenue is typically derived from integrated product offerings including media placements and creative services. Revenue may consist of various arrangements involving commissions, fees, incentive-based revenue or a combination of the three, as agreed upon with each client. Revenue for commissions on purchased media is typically recognised at the point in time the media is run.

The Group receives volume rebates from certain suppliers for transactions entered into on behalf of clients that, based on the terms of the relevant contracts and local law, are either remitted to clients or retained by the Group. If amounts are passed on to clients they are recorded as liabilities until settled or, if retained by the Group, are recorded as revenue when earned.

Variable incentive-based revenue typically comprises both quantitative and qualitative elements. Incentive compensation is estimated using the most likely amount and is included in revenue up to the amount that is highly probable not to result in a significant reversal of cumulative revenue recognised. The Group recognises incentive revenue as the related performance obligation is satisfied.

Public Relations and Specialist Agencies

Revenue for these services is typically derived from retainer fees and fees for services to be performed subject to specific agreement. Most revenue under these arrangements is earned over time, in accordance with the terms of the contractual arrangement.

Discontinued Operations (Data Investment Management)

Revenue for market research services is typically recognised over time based on input measures. For certain performance obligations, output measures such as the percentage of interviews completed, percentage of reports delivered to a client and the achievement of any project milestones stipulated in the contract are used to measure progress. While most of the studies provided in connection with the Group's market research contracts are undertaken in response to an individual client's or group of clients' specifications, in certain instances a study may be developed as an off-the-shelf product offering sold to a broad client base. For these transactions, revenue is recognised when the product is delivered. When the terms of the transaction provide for licensing the right to access a product on a subscription basis, revenue is recognised over the subscription period, typically on a straight-line basis.

Deferred consideration on the Kantar disposal

As per the terms of the Kantar disposal, deferred consideration consisted of amounts expected to be received in future periods on satisfaction of certain conditions and the deferral of consideration against services to be provided to Kantar in the future, as detailed in note 12 to the consolidated financial statement. Estimates are required in determining amounts to be received and the value of services to be provided, taking into account uncertainty in the ultimate timing and resolution of each of these. The sensitivity to these estimates is specific to each individual circumstance and no individual estimate is expected to result in a material change to the amount recognised.

Retirement benefit costs

Pension costs are assessed in accordance with the advice of local independent qualified actuaries. The latest full actuarial valuations for the various plans were carried out at various dates in the last three years. These valuations have been updated by the local actuaries to 31 December 2020.

There are a number of areas in the pension accounting that involve judgements made by management based on the advice of qualified advisors. These include establishing the discount rates, rate of increase in salaries and pensions in payment, inflation and mortality assumptions. A sensitivity analysis for each significant actuarial assumption is shown in note 24 to the consolidated financial statements.

Most of the Group's pension plan assets are held by its plans in the UK and North America. Management considers the types of investment classes in which the pension plan assets are invested. The types of investment classes are determined by economic and market conditions and in consideration of specific asset class risk.

Management periodically commissions detailed asset and liability studies performed by third-party professional investment advisors and actuaries that generate probability-adjusted expected future returns on those assets. These studies also project the estimated future pension payments and evaluate the efficiency of the allocation of the pension plan assets into various investment categories.

Taxation

Corporate taxes are payable on taxable profits at current rates. The tax expense represents the sum of the tax currently payable and deferred tax.

The Group is subject to corporate taxes in a number of different jurisdictions and judgement is required in determining the appropriate provision for transactions where the ultimate tax determination is uncertain. In such circumstances, the Group recognises liabilities for anticipated taxes based on the best information available and where the anticipated liability is both probable and estimable, liabilities are classified as current. Any interest and penalties accrued are included in corporate income taxes both in the consolidated income statement and balance sheet. Where the final outcome of such matters differs from the amount recorded, any differences may impact the income tax and deferred tax provisions in the period in which the final determination is made.

We record deferred tax assets and liabilities using tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on enacted, or substantively enacted legislation, for the effect of temporary differences between book and tax bases of assets and liabilities. Currently we have deferred tax assets resulting from operating loss carryforwards and deductible temporary differences, all of which could reduce taxable income in the future. The main factors that we consider include:

- the future earnings potential determined through the use of internal forecasts;
- the cumulative losses in recent years;
- the various jurisdictions in which the potential deferred tax assets arise;
- the history of losses carried forward and other tax assets expiring;
- the timing of future reversal of taxable temporary differences;

- the expiry period associated with the deferred tax assets; and
- the nature of the income that can be used to realise the deferred tax asset.

If it is probable that some portion of these assets will not be realised, then no asset is recognised in relation to that portion.

If market conditions improve and future results of operations exceed our current expectations, our existing recognised deferred tax assets may be adjusted, resulting in future tax benefits. Alternatively, if market conditions deteriorate further or future results of operations are less than expected, future assessments may result in a determination that some or all of the deferred tax assets are not realisable. As a result, all or a portion of the deferred tax assets may need to be reversed.

New IFRS Accounting Pronouncements

See page F-4 of the consolidated financial statements for a description of new IFRS accounting pronouncements.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The Directors and Executive Officers of the Company are as follows:

Roberto Quarta, Age 71: Chairman. Roberto Quarta was appointed as a Director on 1 January 2015 and became Chairman on 9 June 2015. Roberto has extensive and diverse experience in corporate governance and global commerce having served on the boards of a number of UK and international companies. His career in private equity brings valuable experience to WPP, particularly when evaluating acquisitions and new business opportunities. He is Chairman of Smith & Nephew plc, a Partner of Clayton, Dubilier & Rice and Chairman of Clayton, Dubilier & Rice Europe. Previously he was Chief Executive and then Chairman of BBA Group plc, Chairman of Rexel SA, Chairman of IMI plc and a Non-Executive Director at BAE Systems plc, Equant NV, Foster Wheeler AG and PowerGen plc.

External appointments: Chairman, Smith & Nephew; Partner, Clayton, Dubilier & Rice; Chairman, Clayton, Dubilier & Rice Europe.

Mark Read, Age 54: Chief Executive Officer. Mark Read was appointed as an Executive Director and Chief Executive Officer on 3 September 2018. Mark has a deep understanding of the industry having held multiple leadership positions at WPP since he joined in 1989. As Head of Strategy and then CEO of WPP Digital he was responsible for WPP's first moves into technology. In 2015, he became Global CEO of Wunderman, which he transformed into one of the world's leading creative, data and technology agencies. Earlier in his career, he co-founded internet start-up WebRewards and specialised in media and marketing as a principal at consultancy Booz Allen Hamilton. Mark was voted the industry's Most Influential Person of 2019 in Econsultancy's Top 100 Digital Agencies report and was recognised as a HERoes Champion of Women in Business in 2018, 2019 and 2020.

Mark has an MBA from INSEAD and an Economics degree from Trinity College, University of Cambridge, and was a Henry Fellow at Harvard University.

External appointments: Chairman of the Natural History Museum Digital Council.

John Rogers, Age 52: Chief Financial Officer. John Rogers was appointed as a Director on 3 February 2020 and became Chief Financial Officer from 1 May 2020. John has extensive finance, strategy, digital, property and retail experience. He joined WPP from J Sainsbury plc where he was Chief Executive Officer of Sainsbury's

Argos. John was previously the Chief Financial Officer of J Sainsbury plc, responsible for business strategy, new business development, Sainsbury's Online and Sainsbury's Bank, in addition to its core finance functions. John is a member of The Prince's Advisory Council for Accounting for Sustainability. He also sits on the Retail Sector Council, which acts as a point of liaison between the UK Government and retail sector.

External appointments: Non-Executive Director and Chair of the Audit Committee, Travis Perkins plc; Member, The Prince's Advisory Council for Accounting for Sustainability; Member, Retail Sector Council.

Nicole Seligman, Age 64: Senior Independent Director, Non-Executive Director. Nicole Seligman was appointed as a Director on 1 January 2014. Nicole is a global business leader and an internationally recognised lawyer. She brings to the Board analytical skills, in-depth knowledge of public company corporate governance and a comprehensive understanding of media and business issues. Nicole was previously President of Sony Entertainment, Inc. and global General Counsel for Sony Corporation. Prior to that, as a partner at law firm Williams & Connolly, Nicole represented key public figures and major media and other companies in complex litigation.

She is a Magna Cum Laude graduate of both Harvard College and Harvard Law School.

External appointments: Non-Executive Director, ViacomCBS Inc.; Non-Executive Director, MeiraGTx Holdings plc; Non-Executive Director, Far Peak Acquisition Corporation.

Angela Ahrendts DBE, Age 60: Non-Executive Director. Angela Ahrendts DBE was appointed as a Director on 1 July 2020. Angela brings expertise as a leader of creative and technology-driven global businesses. From 2014 until 2019, she was Senior Vice President, Retail at Apple, Inc., where she integrated and redesigned the physical and digital global consumer experience. Angela was CEO of Burberry from 2006 to 2014, where she repositioned the brand as a luxury high-growth company and created the Burberry Foundation. Prior to Burberry, Angela was Executive Vice President at Liz Claiborne, Inc. and President of Donna Karan International, Inc. Angela was a member of the UK Prime Minister's Business Advisory Council from 2010 to 2015.

External appointments: Non-Executive Director, Ralph Lauren Corporation and Airbnb, Inc.; Chair of Save the Children International; Non-Executive Director, Charity: Water and The HOW Institute for Society; member of the Global Leadership Council of the Oxford University Saïd Business School and BritishAmerican Business International Advisory Board.

Jacques Aigrain, Age 66: Non-Executive Director. Jacques Aigrain was appointed as a Director on 13 May 2013. Jacques has extensive business, corporate finance and governance expertise. He was a Senior Advisor at Warburg Pincus LLP from 2001 to 2009. Jacques was a member of the Executive Committee of Swiss Re AG and CEO from 2006. Prior to Swiss Re, he spent 20 years with JPMorgan Chase. Jacques was previously Chairman of LCH Clearnet Group Ltd from 2010, a Director of the Qatar Financial Centre Authority and a Supervisory Board Member of Lufthansa AG and Swiss International Airlines AG.

He holds a PhD in Economics from Sorbonne University and an MA in Economics from Paris Dauphine University.

External appointments: Chairman, LyondellBasell NV; Non-Executive Director, London Stock Exchange Group plc; Chairman, Singular SAU (private company); Chairman, ACUTRONIC Holding AG (private company); Non-Executive Director, Clearwater Analytics (private company).

Sandrine Dufour, Age 54: Non-Executive Director. Sandrine Dufour was appointed as a Director on 3 February 2020. Sandrine brings substantial financial expertise gained in global companies and strong strategic capability to the Board. She has executive leadership experience in the telecommunications, entertainment and media industries and an enthusiasm for cultural, technological and business transformation. Sandrine is currently Chief Financial Officer of UCB, a global pharmaceutical company. Previously she was CFO of Proximus. She held a number of leadership roles at Vivendi, in France and in the United States, across its entertainment and telecommunications business. Sandrine began her career as a financial analyst at BNP and then Credit Agricole in the telecoms sector. She has held other non-executive director roles, most recently at Solocal Group.

External appointments: Chief Financial Officer, UCB.

Tarek Farahat, Age 56: Non-Executive Director. Tarek Farahat was appointed as a Director on 11 October 2016. Tarek has extensive leadership and brand-building experience gained in leading businesses in the Americas, Europe, Middle East and Africa. He worked for Procter & Gamble for over 26 years, his last position at Procter & Gamble was President of Procter & Gamble Latin America and member of the Global Leadership Council. Tarek was previously Chairman of the board of JBS S.A. and a board member of Pilgrim's Pride Corporation and Alpargatas. Tarek is currently a strategic advisor, consultant and partner for companies in the consumer goods, Fintec and healthcare sectors.

Tarek is a graduate of the American University in Cairo, Faculty of Commerce and Finance.

External appointments: None.

Tom Ilube CBE, Age 57: Non-Executive Director. Tom Ilube CBE was appointed as a Director on 5 October 2020. Tom brings a wealth of expertise as a technology entrepreneur. He is the founder and CEO of Crossword Cybersecurity Plc. From 2010 to 2014, Tom was Managing Director of Consumer Markets at Callcredit Information Group. Prior to Callcredit, Tom founded and was CEO of Garlik, a venture capital backed identity protection company. His 30-year career in the UK technology sector includes roles at Egg Banking plc, PricewaterhouseCoopers, Goldman Sachs and the London Stock Exchange. He was made a Doctor of Science (Honoris Causa) by City, University of London, an Honorary Doctor of Technology by the University of Wolverhampton, an Honorary Fellow of Jesus College, Oxford and an Advisory Fellow at St Anne's College. In 2017 Tom topped the Powerlist ranking of the most influential people of African or African Caribbean heritage in the UK.

External appointments: Founder and CEO, Crossword Cybersecurity plc; Non-Executive Director, BBC; Chair, Deathio Ltd; Founder and Chair, African Gifted Foundation.

Cindy Rose OBE, Age 55: Non-Executive Director. Cindy Rose was appointed as a Director on 1 April 2019. Cindy has extensive experience as a leader in the technology and media sectors and a deep understanding of the role of technology in business transformation. She was appointed President of Microsoft Western Europe in October 2020, prior to which she was Microsoft UK CEO from 2016. She previously held roles as Managing Director of the UK consumer division at Vodafone and as Executive Director of Digital Entertainment at Virgin Media. She also spent 15 years at The Walt Disney Company, ultimately as Senior Vice President & Managing Director of Disney Interactive Media Group.

Cindy is a graduate of Columbia University and New York Law School.

External appointments: President, Microsoft Western Europe; Member of the advisory board of Imperial College Business School in London; Member of the advisory board of McLaren.

Sally Susman, Age 59: Non-Executive Director. Sally Susman was appointed as a Director on 13 May 2013. Sally brings expertise in communications, public affairs, governance and strategy. She is Executive Vice President, Chief Corporate Affairs Officer for Pfizer and also heads Pfizer's corporate responsibility group. Before joining Pfizer in 2007, Sally was Executive Vice President of Global Communications at Estée Lauder, where she directed global corporate affairs strategy and served as a member of the Executive Committee. She previously held several senior corporate affairs posts at American Express, in both London and the United States. She started her career in government service where positions included Deputy Assistant Secretary for Legislative and Intergovernmental Affairs in the U.S. Department of Commerce.

Sally has a BA in Government from Connecticut College and has studied at the London School of Economics.

External appointments: Executive Vice President, Chief Corporate Affairs Officer, Pfizer; Co-Chair, International Rescue Committee.

Keith Weed CBE, Age 60: Non-Executive Director. Keith Weed was appointed as a Director on 1 November 2019. Keith has a wealth of experience as a marketing and digital leader and an understanding of the ways in which technology is transforming businesses. From 2010 to 2019, Keith was Chief Marketing and Communications Officer at Unilever, a role that included creating and leading Unilever's sustainability programme. Keith was named the World's Most Influential Chief Marketing Officer by Forbes in 2017, 2018 and 2019, and Global Marketer of the Year 2017 by the World Federation of Advertisers. He received *The Drum*'s Lifetime Achievement Award in 2018 and was inducted into the Marketing Hall of Fame in 2019. Keith is a Non-Executive Director of J Sainsbury plc.

External appointments: Non-Executive Director, J Sainsbury plc; Trustee Director of Business in the Community; Board Trustee Grange Park Opera; President of the UK Advertising Association; President of the Royal Horticultural Society.

Jasmine Whitbread, Age 57: Non-Executive Director. Jasmine Whitbread was appointed as a Director on 1 September 2019. Jasmine's experience spans marketing, technology, finance, media, telecommunications, and not-for-profit organisations, and she brings this breadth of perspective and knowledge of many of WPP's client sectors. Jasmine began her career in marketing in the technology sector, including with Thomson Financial in the US. After completing the Stanford Executive Program, Jasmine went on to hold leadership roles with Oxfam and Save the Children, starting in 1999 in West Africa and, from 2010-15, as the first Chief Executive of Save the Children International. Jasmine was a Non-Executive Director of BT Group plc from 2011 to 2019 and Chief Executive Officer of London First from 2016 until March 2021.

External appointments: Chair of the Board, Travis Perkins plc effective 31 March 2021; Non-Executive Director, Standard Chartered plc; Advisor to the Ethics Committee, Compagnie Financière Richemont SA; Visiting Fellow, Oxford University.

Dr. Ya-Qin Zhang, Age 55: Non-Executive Director. Ya-Qin was appointed as a Director after year-end on 1 January 2021. Ya-Qin is a world-renowned technologist, scientist and entrepreneur with a particular understanding of the changing consumer technology landscape in China. He was President of Baidu Inc., the global internet services and AI company headquartered in Beijing, between 2014 and 2019. Prior to joining Baidu, he held several positions during his 16-year tenure at Microsoft, both in the United States and China, including Corporate Vice President and Chairman of Microsoft China. Ya-Qin is currently a Non-Executive Director of Fortescue Metals Group, AsiaInfo Technologies Limited and ChinaSoft International Limited. He is also Chair Professor of AI Science at Tsinghua University and the founding Dean of the Institute for AI Industry Research at the same university.

External appointments: Non-Executive Director of Fortescue Metals Group, AsiaInfo Technologies Limited and ChinaSoft International Limited; Chair Professor of AI Science at Tsinghua University and the founding Dean of the Institute for AI Industry Research at the same university; Fellow, American Academy of Arts and Sciences.

The independence of each Non-Executive Director is assessed annually by the Board under the UK Corporate Governance Code which applies in respect of WPP's primary listing on the London Stock Exchange. The Board has confirmed that all of the Non-Executive Directors standing for election and re-election at the 2021 Annual General Meeting (AGM) continue to demonstrate the characteristics of independence.

B. Compensation

Directors' Compensation

For the fiscal year ended 31 December 2020 the aggregate compensation paid by WPP to key management personnel of WPP for services in all capacities was £29.2 million. Key management personnel comprises the

Board and the Executive Committee. Such compensation was paid by WPP and its subsidiaries primarily in the form of salaries, performance-related bonuses, other benefits and deferred share awards. The sum of £1.0 million was set aside and paid in the last fiscal year to provide pensions and other post-retirement benefits for key management personnel of WPP.

Executive Directors' total compensation received

Single total figure of remuneration

2020	Base salary[3]	Benefits[4]	Pension[5]	Short-term incentive[6]		Long-term incentive[7,8]	Other[8,9]	Total annual compensation
				Cash	Deferred			
	£000	£000	£000	£000	£000	£000	£000	£000
Mark Read	**910**	**36**	**158**	**—**	**—**	**32**	**—**	**1,136**
John Rogers[1]	**643**	**30**	**64**	**—**	**—**	**1,538**	**2,110**	**4,385**
Paul Richardson[2]	**282**	**25**	**62**	**—**	**—**	**105**	**242**	**716**

1 John Rogers joined the Company on 27 January 2020. His base salary and benefits reflect his time in role.

2 Paul Richardson retired effective 1 May 2020. His 2020 base salary, contractual fee for his directorship of WPP plc and benefits reflect his time in role. Paul Richardson's base salary and benefits allowance are denominated in US dollars and have been converted at an exchange rate of $1.2836 to £1. Mr Richardson was not eligible to receive an annual bonus for 2020 and his 2016 EPSP vesting has been prorated to reflect his time in role in accordance with the Directors' Compensation Policy.

3 Mark Read and John Rogers voluntarily reduced their base salary for a four-month period during the year as part of cost-reduction targets implemented during the Covid-19 pandemic.

4 Benefits provide an annual fixed and non-itemised allowance to enable the executive to procure benefits to enable them to undertake their role and ensure their wellbeing and security. In addition to the allowance received, the values disclosed include the value of expenses related directly to attendance at Board meetings that would be chargeable to UK income tax. The expenses for Mark Read were £945, for John Rogers £1,641 and for Paul Richardson were £2,458.

5 Pension is provided by way of contribution to a defined contribution retirement arrangement, or as a cash allowance, determined as a percentage of base salary. Contributions/allowances are as follows (as % of base salary): CEO—15% (reducing to 10% over the 2020-2022 Policy period) and CFO—10%. Mark Read was awarded an allowance of 20% less employer's national insurance contribution of 13.8% resulting in a net pension contribution of 17.6%. This reduced to 15% during 2020 and will reduce to 12% in 2021 and 10% in 2022 to ensure alignment with the wider workforce by the end of 2022.

6 Due to the impact of Covid-19 on the performance of WPP and the uncertainty over future performance, the Compensation Committee determined it was not possible to set meaningful financial targets. As a result, the financial component will not pay out. The Compensation Committee considered whether the non-financial measures should be assessed and a STIP awarded. The Compensation Committee recognised the exceptional performance of both Executive Directors in delivering resilient performance in a challenging year whilst progressing the transformation agenda. However, taking the wider stakeholder group into account, the decision was made not to award a STIP in respect of 2020 performance.

7 With respect to Mark Read and Paul Richardson, this includes the value of the 2016 Executive Performance Share Plan (EPSP) awards which vested in 2021 assessed over a five-year period. With respect to John Rogers, this includes the value of an EPSP award made as part of a buy-out award which vested in 2021 as described in note 8.

8 John Rogers received buy-out awards to compensate for the forfeiture of incentive awards from his previous employer. This comprises cash of £1,457,538, restricted stock of £652,614 and an EPSP which vested in March 2021 based on a performance period of 1 Jan 2019 to 31 Dec 2020 with a final vesting value of £1,538,363.

9 Paul Richardson received a payment in relation to accumulated outstanding annual leave on retirement.

Vesting of 2016 – 2020 EPSP awards

Vesting of the 2016 EPSP awards was dependent on performance against three measures, all assessed over a five-year period, which include relative Total Shareholder Returns (TSR), Earnings Per Share (EPS) growth and average annual Return On Equity (ROE).

	Number of shares awarded	Additional shares in respect of dividend accrual	Number of shares vesting	Share/ADR price on vesting	Value of vested 2016-2020 EPSP awards[1] 000
Mark Read	58,644	545	3,477	£ 9.111	£ 32
Paul Richardson[2]	41,536	333	2,132	$62.922	$134

1 None of the value of the vested awards is attributable to share price appreciation.

2 Paul Richardson's EPSP awards were granted in the form of ADRs. In addition to the application of the performance outcome, Paul Richardson's award was time prorated in accordance with the Plan Rules.

Vesting of additional awards

The first of the EPSP awards granted to John Rogers as part of his buy-out award has vested following achievement of the TSR performance measure and Return on Invested Capital underpin, both assessed over a two-year period. The Committee has the discretion to determine the extent to which the award will vest if an average ROIC (return on invested capital) of 7.5% over the performance period is not achieved.

	Number of shares awarded	Additional shares in respect of dividend accrual	Number of shares vesting	Share price on vesting[1]	Value of vested shares[1] 000
John Rogers	182,744	2,546	168,843	£ 9.111	£ 1,538

1 The share price increased 55.6% between the grant and vest dates for this award. £549,956 of the total value of vested shares is attributable to share price appreciation.

Outstanding share-based awards

Executive Share Awards (ESAs) held by Executive Directors

All Executive Share Awards or Performance Share Awards (PSA) granted under the Restricted Stock Plan and its successor, the WPP Stock Plan 2018, are made on the basis of satisfaction of previous performance conditions and are subject to continuous employment until the vesting date. Mark Read received ESAs and PSA awards prior to his appointment as Executive Director. The table below shows outstanding ESAs at 31 December 2020. Unless otherwise noted, awards are made in the form of WPP ordinary shares.

		Grant date	Share/ADR price on grant date	No. of Shares/ADRs granted[2]	Face value on grant date 000[3]	Additional shares granted in lieu of dividends	Total shares vesting	Vesting Date[4]	Shares/ ADR price on vesting	Value on vesting 000
Mark Read	2017 PSA	12.06.18	£ 12.380	38,317	£474	4,692	43,009	10.03.20	£6.681	£287
	2018 ESA	30.05.19	£ 9.484	62,834	£596	—	—	06.03.21	—	—
	2019 ESA	14.05.20	£ 5.502	97,523	£537	—	—	06.03.22	—	—
Paul Richardson[1]	2018 ESA	30.05.19	$ 60.060	2,847	$171	—	—	06.03.21	—	—

1 Paul Richardson's ESAs were granted in respect of ADRs.
2 Dividend shares will be due on these awards.
3 Face value has been calculated using the average closing share price for the trading day preceding the date of grant (as set out in the table).
4 The 2018 ESA vested on 15 March 2021 due to an extended close period.

Long-term incentive plans – EPSP

The following table summarises all of the awards outstanding under the EPSP.

					During 2020			
	Grant date	Performance period	Shares/ ADR price on grant date	Maximum number of nil cost options over shares/ADRs awarded[3]	Options vested/ (lapsed)	Additional dividend shares	Options exercised	Maximum number of nil cost options over shares/ADRs at 31 December 2020
Mark Read[1]	28.11.16	01.01.16-31.12.20	£ 17.052	58,644	—	—	—	58,644
	04.12.17	01.01.17-31.12.21	£ 12.911	106,498	—	—	—	106,498
	06.12.18	01.01.18-31.12.22	£ 8.604	396,617	—	—	—	396,617
	24.09.19	01.01.19-31.12.23	£ 10.035	340,059	—	—	—	340,059
	24.11.20	01.01.20-31.12.22	£ 7.411	460,464	—	—	—	460,464
Paul Richardson[2]	28.11.16	01.01.16-31.12.20	$ 105.931	41,536	—	—	—	41,536
	04.12.17	01.01.17-31.12.21	$ 86.914	36,933	—	—	—	36,933
	06.12.18	01.01.18-31.12.22	$ 55.263	58,628	—	—	—	58,628
	24.09.19	01.01.19-31.12.23	$ 62.653	51,593	—	—	—	51,593
John Rogers[1]	24.11.20	01.01.20-31.12.22	£ 7.411	299,554	—	—	—	299,554

1 EPSP awards made to Mark Read and John Rogers are in the form of nil-cost options and expire three months after the vesting date.
2 Paul Richardson's EPSP awards were granted in respect of ADRs.
3 Dividend shares will be due on these awards.

Additional share awards

Mark Read received awards prior to his appointment as CEO under the management incentive plans. In addition, he received awards on his appointment as joint-COO in April 2018. While the Board decided on the appointment of the next CEO, a special one-off award was made recognising the importance and scale of the additional responsibilities that were being undertaken. Each award is subject to continuous employment and malus and clawback and was made under the Restricted Stock Plan and the WPP Stock Plan 2018. John Rogers received buy-out awards to compensate for the forfeiture of incentive awards from his previous employer.

		Grant date	Share/ ADR price on grant date	No. of Shares /ADRs granted[2]	Face value on grant date 000[3]	Additional shares granted in lieu of dividends	Total shares vesting	Vesting date	Share price on vesting	Value on vesting 000
Mark Read	Leaders 2017	04.12.17	£ 13.0850	11,463	£ 150	1,600	13,063	15.11.20	£ 7.537	£ 98
	Special award[1]	12.06.18	£ 12.3800	80,774	£ 500	4,946	45,333	01.05.20	£ 5.940	£ 269
					£ 500	—	—	01.05.21	—	—
John Rogers	2019 EPSP award[4]	14.05.20	£ 5.854	182,744	£ 1,070	—	—	15.03.21	—	—
	2019 EPSP award[4]	14.05.20	£ 5.854	243,934	£ 1,428	—	—	15.03.22	—	—
	Contractual award	14.05.20	£ 5.502	66,176	£ 364	—	—	04.05.21	—	—
	Contractual award	14.05.20	£ 5.502	52,438	£ 289	—	—	15.11.21	—	—

1 The award vested in three tranches – the first on 1 May 2019, the second on 1 May 2020 and the third is due to vest on 1 May 2021.
2 Dividend shares will be due on these awards.
3 Face value has been calculated using the average closing share price for the trading day preceding the date of grant (as set out in the table).
4 EPSP awards are in the form of nil-cost options and expire three months after the vesting date.

Non-Executive Directors' total compensation received

The single total figure of compensation table below details fee payments received by the Non-Executive Directors while they held a position on the Board.

	Fees £000	Benefits £000	Total £000
	2020[1]	**2020**	**2020**
Roberto Quarta	490	27	517
Angela Ahrendts, appointed 1 July 2020	41	0	41
Jacques Aigrain	135	2	137
Sandrine Dufour, appointed 3 February 2020	89	1	90
Tarek Farahat	98	0	98
Sir John Hood, retired 10 June 2020	51	3	54
Tom Ilube, appointed 3 October 2020	20	1	21
Daniela Riccardi, retired 10 June 2020	39	1	40
Cindy Rose	98	5	103
Nicole Seligman	135	1	136
Sally Susman	103	1	104
Sol Trujillo, retired 10 June 2020	43	1	44
Keith Weed	93	5	98
Jasmine Whitbread	118	5	123

1 The Non-Executive Directors took a voluntary 20% reduction in fees for four months between April and July 2020.

Past directors

Since his retirement from the Board, Timothy Shriver provided consultancy services advising the Company on certain client relationships until 30 June 2020. He received a payment of £77,906 in 2020 for his consultancy services.

The Compensation Committee exercised its discretion under the terms of the EPSP to make malus adjustments. It determined that the 2016 and 2017 EPSP Awards granted to Sir Martin Sorrell, the former Group Chief Executive, will lapse as a result of Sir Martin Sorrell's disclosure of confidential information belonging to WPP and certain of its clients to the media during his tenure as a WPP director.

The full Directors' Compensation Policy can be found at www.wpp.com/investors/corporate-governance. This Annual Report on Form 20-F does not incorporate by reference information on the Company's website.

C. Board Practices

Board attendance table

	Board (scheduled meetings)	Audit Committee (scheduled meetings)	Compensation Committee (scheduled meetings)
Roberto Quarta	6/6		3/3
Mark Read	6/6		
John Rogers – appointed on 3 February 2020	6/6		
Angela Ahrendts DBE – appointed on 1 July 2020	3/3		
Jacques Aigrain	6/6	8/8	3/3
Sandrine Dufour – appointed on 3 February 2020	6/6	8/8	
Tarek Farahat	6/6	8/8	
Tom Ilube CBE – appointed on 5 October 2020	2/2		
Cindy Rose OBE	6/6	8/8	
Nicole Seligman	6/6		3/3
Sally Susman	6/6		
Keith Weed	6/6		
Jasmine Whitbread	6/6		3/3
Former Directors who served for part of the year			
Sir John Hood – retired on 10 June 2020	3/3		2/2
Daniela Riccardi – retired on 10 June 2020	3/3		
Paul Richardson – retired on 1 May 2020	2/2		
Solomon D. Trujillo – retired on 10 June 2020	3/3	5/5	
Number of ad-hoc meetings	7	1	8

The role of the Board

The Board is responsible for the overall long-term success of WPP and for setting the Company's purpose, values and culture and strategic direction; oversees the implementation of appropriate risk assessment processes to identify and mitigate WPP's principal risks; responsible for corporate governance; and oversees the execution of the strategy and responsible for the overall financial performance of the Group. The Board recognises the importance of considering the perspectives of, and the potential impact on, the Company's key stakeholders in its discussions. Its responsibilities are discharged through an annual programme of meetings, each of which follows a tailored agenda. A typical Board meeting will comprise reports on operational and financial performance, progress onstrategy, people updates and a deep dive into a particular ESG topic. The list of matters reserved to the Board can be downloaded from www.wpp.com/investors/corporate-governance. This Annual Report on Form 20-F does not incorporate by reference information on the Company's website.

Re-election

The Chair, Senior Independent Director and Non-Executive Directors are appointed for a three-year term, subject to annual re-election by the shareholders at the AGM. With only specific exceptions to ensure Board continuity, Non-Executive Directors shall not stand for re-election after they have served for the period of their independence, as determined by applicable UK and US standards, which is nine years. With the exception of Angela Ahrendts, Tom Ilube and Dr. Zhang who are standing for election for the first time, all Directors will stand for re-election at the AGM with the support of the Board. The Non-Executive Directors' letters of appointment are available for inspection at the Company's registered office.

Service contracts

The Company's policy on Executive Directors' service contracts is that they should be on a rolling basis without a specific end date. The effective dates and notice periods under the current Executive Directors' service contracts are shown below:

	Effective from	Notice period
Mark Read	3 September 2018	12 months
Paul Richardson[1]	19 November 2008	12 months
John Rogers	27 January 2020	12 months

1 Paul Richardson retired from the Company with effect from 1 May 2020, and his service contract is no longer in effect.

The Executive Directors' service contracts are available for inspection at the Company's registered office and head office.

Loss of office provisions

Fixed compensation elements

As noted above, the service contracts of the executives provide for notice to be given on termination.

The fixed compensation elements of the contract will continue to be paid in respect of any notice period. There are no provisions relating to payment in lieu of notice. If an Executive Director is placed on garden leave, the Compensation Committee retains the discretion to settle benefits in the form of cash. The Executive Directors are entitled to compensation for any accrued and unused holiday although, to the extent it is possible and in shareholder interests, the Committee will encourage Executive Directors to use their leave entitlements prior to the end of their notice period. Except in respect of any remaining notice period, no aspect of any Executive Director's fixed compensation is payable on termination of employment.

Short- and long-term compensation elements

If the Executive Director is dismissed for cause, there is not an entitlement to a STIP award, and any unvested share- based awards will lapse. Otherwise, the table below summarises the relevant provisions from the Directors' service contracts (cash bonus) and the plan rules (ESA and EPSP), which apply in other leaver scenarios. The Compensation Committee has the authority to ensure that any awards that vest or lapse are treated in accordance with the plan rules, which are more extensive than the summary set out in the table below.

Cash bonus	The Executive Directors are entitled to receive their bonus for any particular year provided they are employed on the last date of the performance period.
ESA	Provided the Executive Director is a Good Leaver, unvested awards will be reduced on a time pro-rata basis and paid on the vesting date.
EPSP	• The award will lapse if the Executive Director leaves during the first year of a performance period. • Provided the Executive Director is a Good Leaver, awards will vest subject to performance at the end of the performance period and time pro-rating. Awards will be paid on the normal date. • In exceptional circumstances, the Compensation Committee may determine that an award will vest on a different basis. • Generally, in the event of death, the performance conditions are to be assessed as at the date of death. However, the Compensation Committee retains the discretion to deal with an award due to a deceased executive on any other basis that it considers appropriate. • Awards will vest immediately on a change of control subject to performance and time pro-rating will be applied unless it is agreed by the Compensation Committee and the relevant Executive Director that the outstanding awards are exchanged for equivalent new awards.

Other Compensation Committee discretions not set out above

Leaver status: the Compensation Committee has the discretion to determine an executive's leaver classification considering the guidance set out within the relevant plan rules.

Settlement agreements: the Compensation Committee is authorised to reach settlement agreements with departing executives, informed by the default position set out above.

External appointments

Executive Directors are permitted to serve as non-executives on the boards of other organisations. If the Company is a shareholder in that organisation, non-executive fees for those roles are waived. However, if the Company is not a shareholder in that organisation, any non-executive fees can be retained by the office holder.

Other chairman and non-executive director policies

Letters of appointment for the chairman and non-executive directors

Letters of appointment have a one- to two-month notice period and there are no payments due on loss of office.

Appointments to the Board

The Chairman and Non-Executive Directors are not eligible to receive any variable pay. Fees for any new Non-Executive Directors will be consistent with the operating policy at their time of appointment. In respect of the appointment of a new Chairman, the Compensation Committee has the discretion to set fees considering a range of factors including the profile and prior experience of the candidate and external market data.

Payments in exceptional circumstances

In unforeseen and exceptional circumstances, the Compensation Committee retains the discretion to make emergency payments which might not otherwise be covered by this policy. The Committee will not use this power to exceed the recruitment policy limit, nor will awards be made in excess of the limits set out in the Directors' Compensation Policy table. An example of such an exceptional circumstance could be the untimely death of a director, requiring another director to take on an interim role until a permanent replacement is found.

Compensation Committee

During 2020, the Compensation Committee met three times on a formal basis, with additional informal meetings held as needed to deal with ad hoc matters. A table of Board and Committee attendance can be found on page 41.

The Committee members have no personal financial interest (other than as a shareholder as disclosed on page 53) in the matters to be decided by the Committee, potential conflicts of interest arising from cross-directorships, or day-to-day involvement in running the Group's businesses. The terms of reference for the Compensation Committee are available on the Company's website*,* www.wpp.com/investors/corporate-governance, and will be on display at the AGM, as set out in the Notice of AGM. This Annual Report on Form 20-F does not incorporate by reference information on the Company's website.

The Committee's principal responsibilities under its terms of reference include:

- To set, review and approve in respect of the Company's Chairman, Chief Executive Officer, other Executive Directors, the Executive Committee and the Company Secretary:
  - the remuneration policy;
  - individual remuneration arrangements;
  - individual benefits, including pension;
  - Individual fees and expenses;
  - terms and conditions of employment;
  - terms of any compensation package in the event of early termination of contract;
  - participation in any cash or share based plans operated by the Company; and
  - to set the targets and measures for any performance related cash or share based plans operated by the Company for the Chief Executive Officer and other Executive Directors, and to have oversight of the performance measure and target setting for of such plans for the Executive Committee and the Company Secretary.
- To review remuneration and related policies across the general workforce and the alignment of incentives and rewards with culture, taking this into account when determining the remuneration policy for the Executive Directors.
- To use judgement to determine whether incentives that are due as a result of formulaic outcomes are truly representative of company and individual performance.
- To use discretion to make adjustments to incentives as appropriate.
- To oversee the process for recovery and withholding (malus and clawback) and determine the resulting action to be taken.
- The remuneration and contractual terms of the Non-Executive Directors (NEDs) will be set by the Company's Chairman and the Executive Directors.
- To approve new rules or amendments and the launch of any Company share or cashbased incentive plans and the grant, award, allocation or issue of shares or payments under such plan.
- To agree the policy for authorising claims for expenses from the Company's Chairman, Chief Executive Officer and Executive Directors.

- To establish the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants to advise the Committee.
- To consult with key shareowners in respect of new or substantial changes to the remuneration policy or existing elements of remuneration.
- To approve for submission to shareowners all new or substantial changes to existing elements of remuneration.
- Oversee the preparation of and recommend to the Board the approval of the annual report of the Committee in compliance with statutory disclosure requirements and all relevant Codes of Best Practice.

Advisors to the Compensation Committee

The Compensation Committee regularly consults with Group executives. The Committee invites certain individuals to attend meetings, including the Chief Executive Officer and Chief Financial Officer (who are not present when matters relating to his own compensation or contracts are discussed and decided), the Company Secretary, the Chief People Officer and the Global Reward and Performance Director. The latter two individuals provide a perspective on information reviewed by the Committee and are a conduit for requests for information and analysis from the Company's external advisors.

External advisors

The Committee retains Willis Towers Watson (WTW) to act as independent advisors. They provide advice to the Compensation Committee and work with management on matters related to our compensation policy and practices. They are a member of the Remuneration Consultants Group and have signed the code of conduct relating to the provision of advice in the UK. Considering this, and the level and nature of the service received, the Committee remains satisfied that the advice is objective and independent. WTW provides limited other services at a Group level and some of our operating companies engage them as advisors at a local level. In 2020, WTW received fees of £166,265 in relation to the provision of advice to the Committee. The Committee receives external legal advice, where required, to assist it in carrying out its duties.

Changes in Executive Directors

Paul Richardson retired from the Company with effect from 1 May 2020. John Rogers joined the Company as Chief Financial Officer Designate on 27 January 2020 and was appointed to the Board on 3 February 2020. Mr. Rogers became Chief Financial Officer following Paul Richardson's retirement on 1 May 2020.

Audit Committee

The Committee is responsible for reviewing the quarterly, half yearly and annual financial results, including the Annual Report, with management, focusing on the integrity of the financial reporting process, compliance with relevant legal and financial reporting standards and application of accounting policies and judgements. During the year, the Committee considered management's application of key accounting policies, compliance with disclosure requirements and information presented on significant matters of judgement to ensure the adequacy, clarity and completeness of half yearly and annual financial results announcements. The Committee undertook a detailed review before recommending to the Board that the Company continues to adopt the going concern basis in preparing the annual financial statements.

Committee responsibilities and key areas of focus in 2020

The Committee's principal responsibilities under its terms of reference include:

- monitoring the integrity of the Group's financial statements and formal announcements relating to the Company's financial performance, reviewing significant financial reporting judgements and disclosures;

- monitoring and reviewing the Group's internal financial, operational and compliance controls and internal control system. Overseeing the Group's compliance with Section 404 of SOX;
- reviewing and monitoring the activities and effectiveness of the Group's internal audit function;
- reviewing and monitoring the Company's risk management framework. Assisting the Board in carrying out a robust assessment of emerging and principal risks. Overseeing the Group's risk exposure and risk strategy;
- reviewing the effectiveness of the external audit process, reviewing and monitoring the independence and objectivity of the external auditor. Reviewing and approving the external auditor's terms of engagement and remuneration;
- monitoring applicable accounting and legal reporting requirements, including all relevant regulations of the FCA, the SEC, the NYSE and the Jersey Financial Services Commission and the UK Corporate Governance Code;
- reviewing the Company's systems and controls for ethical behaviour, the matters reported on the Group's Right to Speak helpline and the investigations and actions undertaken by the Group in response; and
- approving significant acquisitions.

The key areas of focus for 2020 included:

- monitoring the impact of Covid-19 on the financial resilience of the business, including carrying out additional reviews on goodwill impairment and providing a recommendation to the Board to cancel the 2019 final dividend and suspend the share buyback programme;
- monitoring the role of the newly established Risk and Controls Group and its objectives to strengthen the Internal Financial Controls Framework, particularly focused on Sarbanes-Oxley Act Compliance, and developing controls relating to risks identified in the Risk Appetite Framework;
- in-depth reviews of the Group's internal controls over financial reporting, particularly in relation to the material weaknesses identified;
- ongoing monitoring of the business integrity programme, including oversight of whistleblower reports;
- assessing the effectiveness of WPP's IT Covid-19 response, including IT and cyber security; and
- continuing to engage with the Internal Audit plan and monitoring progress.

Other reviews undertaken in 2020 by the Committee included:

- Group tax strategy, performance and drivers of the Group's effective tax rate;
- reports on any actual or potential material litigation; and
- Group Treasury performance and risk management.

Fair, balanced and understandable

To support the Board's confirmation that the Annual Report and Accounts, taken as a whole, is considered to be fair, balanced and understandable, and provide the information necessary for shareholders to assess the Group's position, performance, business model and strategy, the Committee oversaw the process by which the Annual Report and Accounts were prepared.

The Committee received a summary of the approach taken by management in the preparation of the Annual Report and Accounts, and considered in particular the accuracy, integrity and consistency of the messages conveyed in the Annual Report; the appropriateness of the level of detail in the narrative reporting; and that a balance had been sought between describing potential challenges and opportunities.

The Committee therefore recommended to the Board (which the Board subsequently approved) that, taken as a whole, the 2020 Annual Report and Accounts is fair, balanced and understandable and provides the necessary information for shareholders to assess the Company's position and performance, business model and strategy.

Internal Audit

The Internal Audit team provides independent assurance over the Company's risk management and internal controls processes via internal audits and the testing programme for the Sarbanes-Oxley Act. The Internal Audit team has unrestricted access to all Group documentation, premises, functions and employees to enable it to perform its work. The Committee Chair met regularly with the Director of Internal Audit during the year without executive management present.

The annual internal audit plan, including the list of units for internal audit review, was approved by the Committee and progress against the plan was monitored throughout the year. There was particular focus on how the plan would be completed due to site and system restrictions as a result of Covid-19. This was largely addressed through reviews being completed remotely. Significant issues identified within internal audit reports were discussed in detail by the Committee along with the remediation plans to resolve them.

In March 2021, the Committee approved the appointment of Phil Gerrard as Director of Internal Audit, in succession to Paul Stanley who will retire later in the year. The Committee also considered the level of internal audit resource to ensure it is appropriate to provide the right level of assurance over the principal risks and controls throughout the Group.

Risk Management and Internal Control

The Board has overall responsibility for setting the Company's risk appetite and for ensuring there is effective risk management. The Committee supports the Board in the management of risk and, in 2020, was responsible for monitoring and reviewing the effectiveness of the Company's approach to risk management and the internal control framework.

Under the overall supervision of the Committee, the WPP Risk Committee, an executive committee supported by Risk Committees in each network, assesses emerging and principal risks and oversees and manages day-to-day risk in the business. The General Counsel, Corporate Risk provides regular updates to the Committee on risk matters including emerging risks, adherence to the Company's business integrity programme (including mitigating and remediation actions) and the monitoring and evolution of the Company's four risk modules: governance, culture, appetite and management.

An assessment of the principal risks and uncertainties facing the Group can be found on pages 2 – 5. In fulfilling its responsibilities, the Committee received reports throughout 2020 to enable evaluation of the control environment and risk management framework.

Internal Controls over Financial Reporting

The Committee carried out in-depth reviews of the Group's internal controls over financial reporting, with a focus on monitoring, remediation of material weaknesses and compliance with Section 404 of the Sarbanes-Oxley Act. The following paragraphs outline the approach taken by management in relation to the remediation of material weaknesses, which the Committee oversaw and continues to monitor.

In response to the material weakness identified in 2019 relating to the control over the discount rate methodology used in impairment testing, management has enhanced its risk assessment of the impairment assessment process and has changed the approach to determining inputs with respect to the discount rates used in impairment assessments and has established a more comprehensive review process over inputs and the overall discount rate methodology. Management has also engaged an independent valuation specialist to assist as an integral part of the input determination process on an ongoing basis and implemented additional validation controls.

In respect of the years ended 31 December 2019, 2018 and 2017, and for each of the interim half year periods ended 30 June 2020 and 2019, material weaknesses were identified relating to the application of IAS 32 and IAS 39, which resulted in material misstatements. The Company filed a Form 20-F/A and Form 6-K/A with the SEC on 12 February 2021 restating the relevant Financial Statements to correct the identified misstatements. The Board determined these errors resulted from material weaknesses in its internal control over financial reporting as at 31 December 2019 and the Group concluded that its internal control over financial reporting was not effective. Management is committed to remediating the identified material weaknesses in a timely manner, with appropriate oversight from the Audit Committee. As part of the remediation, management is undertaking a series of steps to complete a comprehensive review and remediation of our controls and procedures and has engaged outside advisors to assist with this. In addition to the comprehensive retrospective reviews of the Company's controls, management is implementing enhanced periodic controls including to identify and evaluate amended or clarified accounting standards, or new guidance with respect to accounting standards, as well as controls surrounding the verification of critical accounting judgments, including those most likely to be impacted by amendments to or clarifications of accounting standards we have adopted. Management is also re-reviewing our hedging relationships and the associated documentation and analysing the application of hedge accounting to all other financial instruments to which such accounting treatment is being applied. Management has updated the design of our controls to verify the nature and existence of contemporaneous hedge documentation in accordance with IAS 39. Each material weakness will not be considered fully remediated until all aspects of the applicable remediation plan for that material weakness have been implemented and such controls operate for a sufficient period of time to allow management to conclude, through testing, that these controls are operating effectively. The Committee continues to monitor the progress of the remediation.

Business Integrity

During the year, the Committee reviewed the adherence to, and evolution of, the business integrity programme. The Group has established procedures by which all employees may, in confidence (and, if they wish, anonymously) report any concerns. The Committee received regular updates on the Company's systems and controls for ethical behaviour, which included matters reported on the Group's Right to Speak helpline and investigations and actions undertaken in response. The Committee received regular reports on the total number and nature of reports from whistleblowers and investigations by region and by network both for substantiated and unsubstantiated cases. During the year the Committee was satisfied that the Right to Speak helpline arrangements are effective and facilitate the proportionate and independent investigation of reported matters and allow appropriate follow-up action.

Terms of reference

The Committee's terms of reference are adopted by the Board and reviewed annually by the Committee, most recently on 4 February 2021. A copy of the Committee's terms of reference is available on the Company's website at www.wpp.com/investors/corporate-governance. This Annual Report on Form 20-F does not incorporate by reference information on the Company's website.

External Auditor

The Committee has primary responsibility for overseeing the relationship with the external auditor, including assessing its performance, effectiveness and independence annually prior to making a recommendation to the Board in respect of its reappointment or removal.

Deloitte was appointed external auditor of the Company in 2002 and, as defined by the transitional arrangements for competitive tender, they are not permitted to be reappointed as the Company's auditor after the 2023 fiscal year-end. An audit tender process has been initiated with a view to the selected firm auditing the financial statements for the financial year ending 31 December 2024. The tender process will be overseen by the Committee and is expected to conclude later this year.

The Company has complied with the Competition and Markets Authority's Statutory Audit Services Order 2014 for the financial year under review in respect to audit tendering and the provision of non-audit services.

Effectiveness and Independence of the External Auditor

In 2020, the Committee evaluated the effectiveness of the external audit process through its ongoing review of the external audit planning process and discussions with key members of the Group's finance team.

The Committee also considered:

- a report from Deloitte confirming it maintains appropriate internal safeguards in line with applicable professional standards to remain independent, and mitigation actions to safeguard Deloitte's independence such as the operation of the non-audit services policy and the tenure of the lead audit partner that was appointed in 2019; and
- The Financial Reporting Council's (FRC) Audit Quality Review Inspection Report on the audit of the Company's Financial Statements for the year ended 31 December 2019. As the report was close to completion at the time the material misstatements (as detailed on pages 47 and 48) were identified, the FRC has advised it will review separately Deloitte's audit of the areas giving rise to the material misstatements identified and therefore did not provide an assessment of the overall quality of Deloitte's audit work. The report from the FRC highlighted three areas which the FRC considered to be good practice and contained no key findings. One "other finding" was included in the report which the Audit Committee is satisfied did not affect the effectiveness of the external audit.

Deloitte attended all Committee meetings in 2020 and met at least once without executive management present.

Overall therefore, the Committee concluded that:

- it continues to be satisfied with the performance of the external auditor and with the policies and procedures in place to maintain its objectivity and independence; and
- Deloitte possesses the skills and experience required to fulfil its duties, there was constructive challenge where necessary to ensure balanced reporting and that the audit for the year ended 31 December 2020 was effective.

Appointment of External Auditor at General Meeting

The Committee has recommended to the Board that Deloitte should be reappointed as auditor. Resolutions will be put to the 2021 Annual General Meeting proposing the re-appointment of Deloitte and to authorize the Audit Committee to determine the auditor's remuneration.

Non-Audit Services

To preserve objectivity and independence, Deloitte is not asked to provide other services unless it is in the best interests of the Company, in accordance with the Non-Audit Services Policy that sets out the circumstances and financial limits within which Deloitte is permitted to provide certain non-audit services.

All fees are summarised periodically for the Committee to assess the aggregate value of non-audit fees against audit fees. During the year, Deloitte received £29.3 million in fees for work relating to the audit services it provides the Group. Non-audit related work undertaken by Deloitte amounted to fees of £1,243,000 this year, which amounted to 4.2% of the total audit fees paid.

Financial reporting and significant financial judgements

Key accounting judgements made by management were reported to and examined by the Committee and discussed with management. The Committee considered the following significant financial reporting judgements in relation to the financial statements:

Area of Focus	Actions Taken/Conclusion
Headline profit Judgements relating to headline profit.	The Committee considered the judgement applied by management in calculating headline profit, in order to present an alternative picture of performance by excluding significant, non-recurring or volatile items otherwise included in the reportable figures.
Impact of Covid-19	The Committee considered the impact of Covid-19 on accounting judgements relating to goodwill, debtor and other financial asset provisions under IFRS 9, leases and going concern.

	Actions Taken/Conclusion
Goodwill impairments Judgements in relation to goodwill impairment testing.	The Committee challenged the appropriateness of the assumptions used by management in the goodwill impairment assessment model, with a particular focus on the discount rate and growth assumptions.
Leases	The Committee reviewed the judgements made by management in the application of IFRS 16 Leases and was satisfied that these were appropriate.
Liabilities in respect of put options and earnouts The accuracy of the calculation of the fair value of liabilities in respect of put options and earnouts.	The Committee considered management's calculations of the fair value of liabilities in respect of put option agreements and payments due to vendors (earnout agreements), including the forecasts, growth rates and discount rates used in these calculations. The Committee was satisfied that liabilities for potential future earnout payments have been accounted for appropriately.
Investments The valuations of non-controlled investments.	The Committee examined management's valuations, based on forecasts, recent third-party investment, external transactions and/or other available information such as industry valuation multiples. The Committee agreed that the valuations were appropriate based on the information available to the Group.
Debtors and other financial assets Expected credit losses under IFRS 9 Financial Instruments.	The Committee reviewed the judgements made by management in their assessment of expected credit losses of financial assets under IFRS 9. The Committee concluded that the level of provisions was appropriate.
Remuneration Accounting for the judgemental elements of remuneration.	The Committee reviewed the assumptions applied by management in relation to judgemental elements of remuneration, including pensions, bonus accrual, severances and share-based payments and agreed that these are reasonable.
Taxation The judgements made in respect of tax.	The Group Tax Director presented to the Committee in December 2020. The Committee considered management's assumptions, in particular in relation to the level of central tax provisions, and believes that the level of central tax provisions is reasonable.
Going concern The going concern assessment and viability statement.	The Committee reviewed the scenarios modelled by management given the uncertainty caused by Covid-19 and the cost mitigation actions available to management. The Committee assessed management's view that the likelihood of declines of over 30% of revenue less pass-through costs compared to 2020 was remote. The Committee has considered and concurs with management's going concern, viability and forecasting assumptions. See page 22 for the discussion on going concern.
Restructuring and transformation costs Recognition of restructuring and transformation costs.	The Committee reviewed management's key accounting judgements and procedures relating to restructuring and transformation costs, including associated property impairment charges. The Committee was satisfied with the quantum of costs recognised in 2020 and the presentation of such costs in the Financial Statements.

Board Performance Evaluation

Each year, WPP completes a review of the Board and its Committees to monitor their effectiveness and identify improvement opportunities.

The 2020 evaluation was internally facilitated by the Senior Independent Director. The review comprised a questionnaire and discussions with each member of the Board based around a number of themes, including performance and strategy, the evolution of WPP's purpose, sustainability strategy and the wider stakeholder engagement approach.

The output of the 2020 review was that the Board is operating effectively, with strong support for the quality of the relationships between the Chairman, the Senior Independent Director, Non-Executive Directors and the Executive. Good progress was also acknowledged to have been made in the year to further enhance the skills and experience on the Board and Committees. The Board continues to be positively engaged with the strategic process and transformation plan.

D. Employees

The assets of communications services businesses are primarily their employees, and the Company is highly dependent on the talent, creative abilities and technical skills of its personnel and the relationships its personnel have with clients. The Company believes that its operating companies have established reputations in the industry that attract talented personnel. However, the Company, like all communications services businesses, is vulnerable to adverse consequences from the loss of key employees due to the competition among these businesses for talented personnel. On 31 December 2020, the Group had operations in 111 countries and more than 3,000 offices among more than 150 companies. Excluding all employees of associated undertakings, the number of employees at the end of 2020 was 99,830 (2019: 106,786, 2018: 134,281). The average number of employees, including the Kantar disposal group up to the date of disposal, for the year ended 31 December 2020 was 104,163 compared to 132,823 and 133,903 in 2019 and 2018, respectively.

Their geographical distribution was as follows:

	2020	2019	2018
North America	21,524	25,008	25,990
United Kingdom	10,670	14,192	14,331
Western Continental Europe	21,551	26,973	26,825
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	50,418	66,650	66,757
	104,163	132,823	133,903

Their reportable segment distribution was as follows:

	2020	2019	2018
Global Integrated Agencies	79,937	82,295	83,015
Data Investment Management	1,341	26,325	27,813
Public Relations	6,810	6,890	6,891
Specialist Agencies	16,075	17,313	16,184
	104,163	132,823	133,903

We support the rights of our people to join trade unions and to bargain collectively, although trade union membership is not particularly widespread in our industry. In 2020, around 4% of our employees were either members of a trade union or covered by a collective bargaining agreement (2019: 5%). We held 185 consultations with works councils, mainly in Europe (2019: 1,507).

We have made around 7,000 redundancies as a consequence of the Covid-19 pandemic and also as part of our transformation programme, as we merge and restructure some agencies. We consulted with our employees as appropriate and supported affected people through our employee assistance programmes which includes outplacement in appropriate cases. We have also created an internal talent marketplace to try and ensure any open roles are filled by employees who have the right skills before recruiting for those roles externally.

E. Share Ownership

Executive Directors' interests

Executive Directors' interests in the Company's ordinary share capital are shown in the following table. Other than as disclosed in this table, no Executive Director had any interest in any contract of significance with the Group during the year. Each Executive Director has a technical interest as an employee and potential beneficiary in shares in the Company held under the Employee Share Ownership Plan Trusts (ESOPs). More specifically, the Executive Directors have potential interests in shares related to the outstanding awards under the EPSP and outstanding ESAs. As at 31 December 2020, the Company's ESOPs (which are entirely independent of the Company and have waived their rights to receive dividends) held in total 4,863,244 shares in the Company (9,219,837 in 2019).

Director		Total beneficial interests	Shares without performance conditions (unvested)[1,2]	Shares with performance conditions (unvested)[3,4]	Total unvested shares
Mark Read	At 31 December 2020	395,039	200,744	1,362,282	1,563,026
	At 23 April 2021[5]	466,265	137,910	1,672,916	1,810,826
John Rogers	At 31 December 2020	75,838	118,614	726,232	844,846
	At 23 April 2021[5]	208,234	118,614	783,721	902,335
Paul Richardson	At 1 May 2020	1,080,145	10,485	943,450	953,935

1 For Mark Read, shares due pursuant to the 2018 and 2019 Executive Share awards and 2018 Retention awards, and for Paul Richardson, the 2018 Executive Share award. Full details of these awards can be found on pages 39 and 40. Additional dividend shares will be due on vesting.

2 As noted in footnote 1 above, less 2018 Executive Share award, which vested on 12 March 2021 (full details can be found on page 39).

3 Maximum number of shares due on vesting pursuant to the outstanding EPSP awards, full details of which can be found on page 39. Additional dividend shares will be due on vesting.

4 As noted in footnote 3 above, less the maximum due under the 2016 EPSP award, and for John Rogers a portion of his buyout award, both of which vested on 15 March 2021 (full details can be found on pages 38 and 39), plus the 2021 EPSP granted on 28 March 2021.

5 Total beneficial interests calculated at last practicable date for this Annual Report on Form 20-F.

Share ownership requirements

As detailed in the Directors' Compensation Policy, the Executive Directors are required to achieve a minimum level of share ownership of WPP shares. The Chief Executive Officer and Chief Financial Officer are required to hold shares to the value of 600% and 300% of base salary respectively.

As at 31 December 2020, the Chief Executive Officer held shares to the value of 305% of his base salary. At the same date, the Chief Financial Officer held shares to the value of 77% of his base salary. Both Directors have seven years from the date they were appointed to their respective roles in which to reach required level. Paul Richardson, who retired effective 1st May 2020, held shares to the value of 740% of his base salary when he retired. He is required to maintain his shareholding requirement of at least 300% of base salary in the year following his retirement and 150% of base salary for the second year.

Non-Executive Directors' interests

Non-Executive Directors' interests in the Company's ordinary share capital are shown in the following table. Except as disclosed in this table, no Non-Executive Director had any interest in any contract of significance with the Group during the year.

Non-Executive Director	Total interests at 31 December 2020[1]	Total interests at 23 April 2021[2]
Roberto Quarta	87,500	87,500
Angela Ahrendts, appointed 1 July 2020	12,571	12,571
Jacques Aigrain	34,000	34,000
Sandrine Dufour, appointed 3 February 2020	15,000	15,000
Tarek Farahat	3,775	3,775
Sir John Hood, retired 10 June 2020	3,000	N/A
Tom Ilube, appointed 3 October 2020	—	1,000
Daniela Riccardi, retired 10 June 2020	4,100	N/A
Cindy Rose	8,000	8,000
Nicole Seligman	8,750	8,750
Sally Susman	5,000	5,000
Sol Trujillo, retired 10 June 2020	10,000	N/A
Keith Weed	5,353	5,353
Jasmine Whitbread	3,330	3,330

[1] Or at date of retirement if retired during the year

[2] Total beneficial interests calculated at last practicable date for this Annual Report on Form 20-F.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

As of the dates shown below, the table below shows the holdings of major shareholders in the Company's issued ordinary share capital in accordance with the Disclosure Guidance and Transparency Rules (DTRs) notified to the Company.

	23 April 2021		24 April 2020		23 April 2019	
MFS	*	*	3.96%	48,563,373	6.02%	75,933,531
Harris Associates LP	3.75%	45,764,463	5.88%	72,109,256	5.67%	71,556,873
BlackRock Inc.	8.04%	98,039,240	7.60%	93,169,630	5.38%	67,889,344

* The Company has not been notified of any interests in the issued ordinary capital of the Company in excess of 3.0%.

The disclosed interests refer to the respective combined holdings of those entities and to interests associated with them. None of these shareholders have voting rights that are different from those of the holders of the Company's ordinary shares generally. As far as WPP is aware, it is neither directly nor indirectly owned or controlled by one or more corporations or by any government, or by any other natural or legal persons severally or jointly.

The number of outstanding ordinary shares at 31 December 2020 was 1,225,332,142 which included at such date the underlying ordinary shares represented by 13,240,935 ADSs. 222 share owners of record of WPP ordinary shares were US residents at 31 December 2020.

The geographic distribution of our share ownership as at 31 December 2020 is presented below:

United Kingdom	30.6%
United States	36.0%
Rest of world	33.4%
Total	100.0%

B. Related Party Transactions

From time to time the Group enters into transactions with its associate undertakings.

The Group has continuing transactions with Kantar, including sales, purchases, the provision of IT services, subleases and property related items. None of these were material in the period after 5 December 2019, when Kantar became an associate, to 31 December 2019, or in 2020. See note 30 to the consolidated financial statements for more details of related party transactions for the year ended 31 December 2019 and 31 December 2020.

In 2020, revenue of £90.6 million was reported in relation to Compas, an associate in the United States. All other transactions in the periods presented were immaterial.

See Item 6C for a discussion of the service contracts between the Company and the Executive Directors.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

See Item 18.

Outstanding legal proceedings

The Company has claims against others and there are claims against the Company in a variety of matters arising from the conduct of its business. In the opinion of the management of the Company, the ultimate liability, if any, that is likely to result from these matters would not have a material impact on the Company's financial position, or on the results of its operations. See note 22 to the consolidated financial statements for more details.

Dividend distribution policy

See Item 10B.

ADS holders are eligible for all stock dividends or other entitlements accruing on the underlying WPP plc shares and receive all cash dividends in US dollars. These are normally paid twice a year. Dividend cheques are mailed directly to the ADS holder on the payment date if ADSs are registered with WPP's U.S. Depositary, Citibank N.A. Dividends on ADSs that are registered with brokers are sent to the brokers, who forward them to ADS holders.

Dollar amounts paid to ADS holders depend on the sterling/dollar exchange rate at the time of payment.

B. Significant Changes

None.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

The Company has ordinary shares (trading symbol: WPP) listed on the London Stock Exchange and ADSs for such ordinary shares (trading symbol: WPP) listed on the New York Stock Exchange.

The Depositary held 66,204,675 ordinary shares as at 31 December 2020, approximately 5.40% of the outstanding ordinary shares, represented by 13,240,935 outstanding ADSs.

B. Plan of Distribution

Not applicable.

C. Markets

See the discussion in Item 9A.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

See Exhibit 2.13 to this Annual Report on Form 20-F for information called for by Item 10.B.

C. Material Contracts

The following is a summary of each contract (not being a contract entered into in the ordinary course of business) that has been entered into by any member of the WPP Group: (a) within the two years immediately preceding the date of this Form 20-F which are, or may be, material to the WPP Group; or (b) at any time which contain obligations or entitlements which is, or may be, material to the WPP Group as at the date of this Form 20-F:

(i) On 7 September 2012, WPP Finance 2010 issued US$500,000,000 3.625% guaranteed senior notes due September 2022 and $300,000,000 5.125% guaranteed senior notes due September 2042. These notes were issued under the Indenture dated as at 2 November 2011, described above, as supplemented by the Second Supplemental Indenture and the Third Supplemental Indenture, respectively, each dated as at 7 September 2012, among WPP Finance 2010 as issuer, WPP 2012 Limited (formerly known as WPP plc), WPP Air 1, WPP 2008 Limited and WPP 2005 Limited as guarantors, Wilmington Trust, National Association as trustee, Citibank, N.A., as security registrar and Principal Paying Agent and

Citibank, N.A., London Branch as Paying Agent. The indenture contains events of default provisions (including a cross-default provision). It also contains a restriction on the Issuer or any of the Guarantors referred to above consolidating or merging with any other person and conveying, transferring or leasing all or substantially all of their properties and assets to any person except where the entity resulting from such consolidation or merger or to whom such properties and assets are transferred becomes a primary obligor of the notes and gives certain certificates and indemnities. The covenants of the Indenture also contain a negative pledge and a limitation on the sale and leaseback of any assets by the Guarantors referred to above and their principal subsidiaries. The Indenture allows for defeasance of these covenants subject to certain conditions. The holders of the notes have the right to require the Issuer to repurchase the notes at a price equal to 101% of the principal amount of the notes in the event that there is a Change of Control of WPP plc and the notes lose their investment grade rating. The Indenture also contains a joint and several indemnity from the Issuer and the Guarantors referred to above in favour of the Trustee. During 2018 WPP Finance 2010 repurchased and cancelled $28,422,000 5.125% guaranteed senior notes due September 2042. In May 2019, WPP Finance 2010 repurchased and cancelled $178,744,000 5.125% guaranteed senior notes due September 2042;

(ii) On 2 January 2013, WPP plc entered into a deposit agreement with Citibank, N.A., as US Depositary, and the holders and beneficial owners of ADSs that sets out the terms on which the US Depositary has agreed to act as depositary with respect to WPP ADSs. The deposit agreement contains, amongst other things, customary provisions pertaining to the form of ADRs, the deposit and withdrawal of ordinary shares, distributions to holders of ADSs, voting of ordinary shares underlying ADSs, obligations of the US Depositary and WPP plc, charges of the US Depositary, and compliance with U.S. securities laws;

(iii) On 12 November 2013, WPP Finance 2010 issued US$500,000,000 5.625% guaranteed senior notes due November 2043. These notes were issued under the Indenture dated as at 12 November 2013, as supplemented by the Supplemental Indenture dated as at 12 November 2013, among WPP Finance 2010 as issuer, WPP plc, WPP Jubilee Limited, and WPP 2005 Limited as guarantors, Wilmington Trust, National Association as trustee, Citibank, N.A., as security registrar and Principal Paying Agent and Citibank, N.A., London Branch as Paying Agent. The indenture contains events of default provisions (including a cross-default provision). It also contains a restriction on the Issuer or any of the Guarantors referred to above consolidating or merging with any other person and conveying, transferring or leasing all or substantially all of their properties and assets to any person except where the entity resulting from such consolidation or merger or to whom such properties and assets are transferred becomes a primary obligor of the notes and gives certain certificates and indemnities. The covenants of the Indenture also contain a negative pledge and a limitation on the sale and leaseback of any assets by the Guarantors referred to above and their principal subsidiaries. The Indenture allows for defeasance of these covenants subject to certain conditions. The holders of the notes have the right to require the Issuer to repurchase the notes at a price equal to 101% of the principal amount of the notes in the event that there is a Change of Control of WPP plc and the notes lose their investment grade rating. The Indenture also contains a joint and several indemnity from the Issuer and the Guarantors referred to above in favour of the Trustee. During 2018 WPP Finance 2010 repurchased and cancelled $49,690,000 5.625% guaranteed senior notes due November 2043. In May 2019, WPP Finance 2010 repurchased and cancelled $230,465,000 5.625% guaranteed senior notes due November 2043;

(iv) On 20 November 2013, WPP Finance 2013 issued EUR 750,000,000 3.000% guaranteed senior bonds due November 2023. The bonds are guaranteed by WPP plc, WPP 2005 Limited, and WPP Jubilee Limited, and were constituted by a Trust Deed dated 11 November 2013 between WPP Finance 2013, the guarantors, and Citicorp Trustee Company Limited. The administration of payments to bondholders is provided for in an Agency Agreement dated 11 December 2013 between WPP Finance 2013, the guarantors, and Citibank, N.A., London Branch. The bonds are listed on the Global Exchange Market of the Irish Stock Exchange and the terms and conditions contain a redemption provision at the option of the bondholders on a Change of Control, a negative pledge provision and the events of default provisions in the terms and conditions contain a cross-default provision;

(v) On 19 September 2014, WPP Finance 2010 issued US$750,000,000 3.750% guaranteed senior notes due September 2024. These notes were issued under the Indenture dated as at 19 September 2014, as supplemented by the Supplemental Indenture dated as at 19 September 2014, among WPP Finance 2010 as issuer, WPP plc, WPP Jubilee Limited, and WPP 2005 Limited as guarantors, Wilmington Trust, National Association as trustee, Citibank, N.A., as security registrar and Principal Paying Agent and Citibank, N.A., London Branch as Paying Agent. Aside from the coupon and repayment date, the terms and conditions of these notes are the same as those for the $500,000,000 5.625% notes due November 2043 described above;

(vi) On 22 September 2014, WPP Finance S.A. issued EUR 750,000,000 2.250% guaranteed senior bonds due September 2026. The bonds are guaranteed by WPP plc, WPP 2005 Limited, and WPP Jubilee Limited, and were constituted by a Trust Deed dated 11 November 2013 between WPP Finance S.A., the guarantors, and Citicorp Trustee Company Limited. The administration of payments to bondholders is provided for in an Agency Agreement dated 11 November 2013 between WPP Finance S.A., the guarantors, and Citibank, N.A., London Branch. The bonds are listed on the Global Exchange Market of the Irish Stock Exchange and the terms and conditions contain a redemption provision at the option of the bondholders on a Change of Control, a negative pledge provision and the events of default provisions in the terms and conditions contain a cross-default provision;

(vii) On 23 March 2015, WPP Finance Deutschland GmbH issued EUR 600,000,000 1.625% guaranteed senior bonds due March 2030. The bonds are guaranteed by WPP plc, WPP 2005 Limited, and WPP Jubilee Limited, and were constituted by a Trust Deed dated 11 November 2013 as supplemented by a First Supplemental Trust Deed dated 14 November 2014 between, *inter alia,* WPP Finance Deutschland GmbH, the guarantors, and Citicorp Trustee Company Limited. The administration of payments to bondholders is provided for in an Agency Agreement dated 11 November 2013 between, *inter alia,* WPP Finance Deutschland GmbH, the guarantors and Citibank, N.A., London Branch. The bonds are listed on the Global Exchange Market of the Irish Stock Exchange and the terms and conditions contain a redemption provision at the option of the bondholders on a Change of Control, a negative pledge provision and the events of default provisions in the terms and conditions contain a cross-default provision;

(viii) On 14 September 2016, WPP Finance 2013 issued GBP 400,000,000 2.875% fixed rate guaranteed senior bonds due 14 September 2046 under the EUR 4,000,000,000 Euro Medium Term Note Programme. The bonds are guaranteed by WPP plc, WPP 2005 Limited and WPP Jubilee Limited, and are constituted by a Trust Deed dated 14 November 2014 between, *inter alia*, WPP Finance 2013, the guarantors, and Citicorp Trustee Company Limited. The administration of payments to bondholders is provided for in an Agency Agreement dated 11 November 2013 between, *inter alia*, WPP Finance 2013, the guarantors and Citibank, N.A., London Branch. The bonds are admitted to the Official List of the Irish Stock Exchange and to trading on the Global Exchange Market. The terms and conditions of the bonds contain a redemption provision at the option of the bondholders on a Change of Control, a negative pledge provision and a cross-default event of default provision;

(ix) On 20 March 2018, WPP Finance 2013 issued EUR 250,000,000 guaranteed senior bonds due March 2022 which pay a coupon of 3 month EURIBOR + 0.45%. The bonds are guaranteed by WPP plc, WPP 2005 Limited, and WPP Jubilee Limited, and were constituted by a Trust Deed dated 8 November 2016 between, *inter alia*, WPP Finance 2013, the guarantors, and Citicorp Trustee Company Limited. The administration of payments to bondholders is provided for in an Agency Agreement dated 8 November 2016 between, *inter alia*, WPP Finance 2013, the guarantors and Citibank, N.A., London Branch. The bonds are listed on the Global Exchange Market of the Irish Stock Exchange and the terms and conditions contain a redemption provision at the option of the bondholders on a Change of Control, a negative pledge provision and the events of default provisions in the terms and conditions contain a cross-default provision;

(x) On 20 March 2018, WPP Finance 2016 issued EUR 500,000,000 1.375% guaranteed senior bonds due March 2025. The bonds are guaranteed by WPP plc, WPP 2005 Limited, and WPP Jubilee

Limited, and were constituted by a Trust Deed dated 8 November 2016 between, *inter alia*, WPP Finance 2016, the guarantors, and Citicorp Trustee Company Limited. The administration of payments to bondholders is provided for in an Agency Agreement dated 8 November 2016 between, *inter alia*, WPP Finance 2016, the guarantors and Citibank, N.A., London Branch. The bonds are listed on the Global Exchange Market of the Irish Stock Exchange and the terms and conditions contain a redemption provision at the option of the bondholders on a Change of Control, a negative pledge provision and the events of default provisions in the terms and conditions contain a cross-default provision;

(xi) On 15 March 2019, WPP CP LLC, WPP Finance Co. Limited and WPP CP Finance plc (as borrowers), guaranteed by WPP plc, WPP 2005 Limited and WPP Jubilee Limited entered into an agreement for a five-year multi-currency revolving credit facility (with a US Dollar swingline option) for US$2.5 billion with a syndicate of banks and Citibank International plc as facility agent due March 2024. On 14 February 2020, the lending banks approved extending the maturity for a further year to 15 March 2025. On 26 February 2021, the lending banks approved extending the maturity for a further year to 15 March 2026. The facility is available for drawing by way of multi-currency cash advances on a revolving basis, with an option to draw US Dollar swingline advances up to a sub-limit of US$1.2 billion. The rate of margin for the facility is, if the long-term unsecured and non-credit enhanced debt rating of WPP published by Moody's and Standard & Poor's (the Credit Rating) is A-/A3 or higher, 0.25% per annum. If the Credit Rating is BBB+ or Baa1, the rate of margin for the facility is 0.30% per annum. If the Credit Rating is BBB or Baa2, the rate of margin for the facility is 0.40% per annum. If the Credit Rating is BBB- or Baa3, the rate of margin for the facility is 0.50% per annum. If the Credit Rating is BB+ or Ba1 or lower, the rate of margin for the facility is 0.80% per annum. If Moody's and Standard & Poor's assign different Credit Ratings, the margin shall be the average of the margins determined by each of Moody's and Standard & Poor's. The commitment fee payable on undrawn commitments is equal to 35% of the then applicable margin. A utilisation fee of 0.075% per annum is payable on outstandings on any day on which the amount of outstandings exceeds 0% of the total facility commitments but is less than or equal to 33% of the total facility commitments. A utilisation fee of 0.15% per annum is payable on outstandings on any day on which the amount of outstandings exceeds 33% of the total facility commitments but is less than or equal to 66% of the total facility commitments. A utilisation fee of 0.30% per annum is payable on outstandings on any day on which the amount of outstandings exceeds 66% of the total facility commitments. The facility agreement contains customary representations, covenants and events of default. The interest rate for swingline advances is the higher of the US prime commercial lending rate and 0.50% per annum above the federal funds rate;

(xii) On 12 July 2019 WPP entered into an agreement to sell 60% of Kantar, its global data, research, consulting and analytics business, to Bain Capital (the "Transaction"). The Transaction valued 100% of Kantar at c.$4.0 billion, equivalent to a calendar 2018 EV/EBITDA multiple of 8.2x based on Kantar's headline EBITDA (excluding WPP overhead) of £386 million. The equity value after expected completion adjustments was c.$3.7 billion (c.£3.0 billion). The consideration is payable in cash. WPP may also receive additional consideration over the next three years in respect of certain contingent liabilities, in the event that such liabilities are lower than estimated. Additionally, WPP may receive certain other payments during the life of its partnership with Bain Capital. The amounts of these payments are dependent on future events and outcomes which are too uncertain to allow meaningful estimation today. Under no circumstances can such contingent liabilities, events and outcomes lead to any reduction or repayment of the consideration to be received by WPP on completion. On 5 December 2019, WPP completed the Transaction, with respect to approximately 90% of the Kantar business, and proportionate transaction proceeds were received at that time. In 2020, the outstanding completion steps were completed and the remaining transaction proceeds were received. As part of the Transaction, WPP entered into transitional services agreements which govern the provision of IT services and other operational services between WPP and Kantar for a transitional period after First Completion. A shareholders' agreement is also in place to govern the relationship between WPP and

Bain Capital, and ensures consistent governance rights for the parties. The boards of the Kantar joint venture companies formed by WPP and Bain Capital have up to six Bain Capital nominated directors and up to two WPP nominated directors. In certain circumstances, in the event of a disposal by Bain Capital of a majority of its interest in Kantar to a third party, it will have the right to require WPP also to transfer all of its securities in Kantar to that third party at the same price;

(xiii) On 19 May 2020, WPP Finance S.A. issued EUR 750,000,000 2.375% guaranteed senior bonds due May 2027. The bonds are guaranteed by WPP plc, WPP 2005 Limited, and WPP Jubilee Limited, and were constituted by a Trust Deed dated 5 November 2018 between, *inter alia*, WPP Finance S.A., the guarantors, and Citicorp Trustee Company Limited. The administration of payments to bondholders is provided for in an Agency Agreement dated 5 November 2018 between, *inter alia*, WPP Finance S.A., the guarantors and Citibank, N.A., London Branch. The bonds are listed on the Global Exchange Market of the Irish Stock Exchange and the terms and conditions contain a redemption provision at the option of the bondholders on a Change of Control, a negative pledge provision and the events of default provisions in the terms and conditions contain a cross-default provision;

(xiv) On 19 May 2020, WPP Finance 2017 issued £250,000,000 3.75% guaranteed senior bonds due May 2032. The bonds are guaranteed by WPP plc, WPP 2005 Limited, and WPP Jubilee Limited, and were constituted by a Trust Deed dated 5 November 2018 between, *inter alia*, WPP Finance 2017, the guarantors, and Citicorp Trustee Company Limited. The administration of payments to bondholders is provided for in an Agency Agreement dated 5 November 2018 between, *inter alia*, WPP Finance 2017, the guarantors and Citibank, N.A., London Branch. The bonds are listed on the Global Exchange Market of the Irish Stock Exchange and the terms and conditions contain a redemption provision at the option of the bondholders on a Change of Control, a negative pledge provision and the events of default provisions in the terms and conditions contain a cross-default provision; and

(xv) On 18 August 2020, WPP AUNZ Limited entered into an agreement for a 1 year revolving credit facility for AUD$150 million and a 3 year revolving credit facility for AUD$270 million with a syndicate of banks and Westpac Banking Corporation acting as Agent due 18 August 2021 and 18 August 2023, respectively. Joint and several guarantees are provided by subsidiaries of WPP AUNZ that represent at least 75% of EBITDA and at least 75% of total tangible assets. These facilities are available for drawing by way of cash advances in Australian Dollars on a revolving basis. The rate of margin for the AUD$150 million facility is 1.75%. The rate of margin for the AUD$270 million facility is determined by the ratio of Net Debt to EBITDA. If the ratio is greater than 2.5 the rate of margin for the facility shall be 2.45%. If the ratio is greater than 2.0 and less than or equal to 2.5 the rate of margin for the facility shall be 2.15%. If the ratio is greater than 1.5 and less than or equal to 2.0 the rate of margin for the facility shall be 2.00%. If the ratio is greater than 1.0 and less than or equal to 1.5 the rate of margin for the facility shall be 1.85%. If the ratio is less than or equal to 1.0 the rate of margin for the facility shall be 1.70%. The commitment fee payable on undrawn commitments is equal to 45% of the then applicable margin. The facility contains customary representations, covenants and events of default.

D. Exchange Controls

There are currently no Jersey foreign exchange control restrictions on remittances of dividends on the ordinary shares or on the conduct of the Registrant's operations.

E. Taxation

The taxation discussion set forth below is intended only as a descriptive summary and does not purport to be a complete technical analysis or listing of all potential tax effects relevant to a decision to purchase, hold or in any way transfer ordinary shares or ADSs. Each investor should seek advice based on their individual particular circumstances from an independent tax adviser.

The following summary of the Jersey, UK and the United States tax consequences is not exhaustive of all possible tax considerations and should not be considered legal or tax advice. In addition, this summary does not represent a detailed description of the tax consequences applicable to persons subject to special treatment under Jersey and United States tax laws. Prospective purchasers of ADSs are advised to satisfy themselves as to the overall tax consequences of their ownership of ADSs and the ordinary shares represented thereby by consulting their own tax advisors. In addition, this summary only addresses holders that hold ordinary shares or ADSs as capital assets, and it does not address the taxation of a United States shareholder (either corporate or individual) where that shareholder controls, or is deemed to control, 10% or more of the voting stock of the Company.

References in this discussion to WPP Shares include references to WPP ADSs and corresponding references to WPP Share Owners (or holders of WPP ADSs) include references to holders of WPP ADSs, unless indicated otherwise.

United Kingdom, Jersey and the United States taxation

United Kingdom taxation

Tax on dividends

The Company will not be required to withhold UK tax at source from dividend payments it makes.

A WPP Share Owner resident outside the UK may be subject to taxation on dividend income under local law. A WPP Share Owner who is not solely resident in the UK for tax purposes should consult their own tax advisers concerning their tax liabilities (in the UK and any other country) on dividends received from WPP. UK tax resident individuals receive a Dividend Allowance in the form of a 0% tax rate on the first £2,000 of dividend income received each tax year.

Taxation of disposals

An individual WPP Share Owner who has ceased to be resident or ordinarily resident for tax purposes in the UK for a period of less than five tax years and who disposes of all or part of his WPP Shares during that period may be liable to capital gains tax in respect of any chargeable gain arising from such a disposal on his return to the UK, subject to any available exemptions or reliefs.

Stamp duty and stamp duty reserve tax (SDRT)

No UK stamp duty or SDRT will be payable on the issue of WPP Shares. UK stamp duty should generally not need to be paid on a transfer of the WPP Shares. No UK SDRT will be payable in respect of any agreement to transfer WPP Shares unless they are registered in a register kept in the UK by or on behalf of WPP. It is not intended that such a register will be kept in the UK.

The statements in this paragraph summarise the current position on stamp duty and SDRT and are intended as a general guide only. Special rules apply to agreements made by, amongst others, intermediaries and certain categories of person may be liable to stamp duty or SDRT at higher rates.

Jersey taxation

General

The following summary of the anticipated tax treatment in Jersey of WPP and WPP Share Owners and holders of WPP ADSs (other than residents of Jersey) is based on Jersey taxation law as it is understood to apply at the date of this Form 20-F. It does not constitute legal or tax advice. WPP Share Owners or holders of WPP ADSs should consult their professional advisers on the implications of acquiring, buying, holding, selling or otherwise disposing of WPP Shares or WPP ADSs under the laws of the jurisdictions in which they may be liable to taxation. WPP Share Owners or holders of WPP ADSs should be aware that tax rules and practice and their interpretation may change.

Income Tax

(a) WPP

Under the Jersey Income Tax Law, WPP will be regarded as either:

(i) not resident in Jersey under Article 123(1) of the Jersey Income Tax Law provided that (and for so long as) it satisfies the conditions set out in that provision, in which case WPP will not (except as noted below) be liable to Jersey income tax; or

(ii) resident in Jersey and will fall under Article 123C of the Jersey Income Tax Law, in which case WPP (being neither a financial services company nor a specified utility company under the Jersey Income Tax Law at the date hereof) will (except as noted below) be subject to Jersey income tax at a rate of 0 percent.

WPP is tax resident in the United Kingdom and therefore should not be regarded as resident in Jersey.

(b) Holders of WPP Shares

WPP will be entitled to pay dividends to holders of WPP Shares without any withholding or deduction for or on account of Jersey tax. Holders of WPP Shares (other than residents of Jersey) will not be subject to any tax in Jersey in respect of the holding, sale or other disposition of such WPP Shares.

(c) Holders of WPP ADSs

Under Jersey law and the WPP Articles, WPP is only permitted to pay a dividend to a person who is recorded in its register of members as the holder of a WPP Share. The US Depositary will be recorded in WPP's register of members as the holder of each WPP Share represented by a WPP ADS. Accordingly, WPP will pay all dividends in respect of each WPP Share represented by a WPP ADS to the US Depositary (as the registered holder of each such WPP Share) rather than to the holder of the ADS.

The US Depositary will not be subject to any tax in Jersey in respect of the holding, sale or other disposition of the WPP Shares held by it. In addition, holders of the WPP ADSs (other than residents of Jersey) should not be subject to any tax in Jersey in respect of the holding, sale or other disposition of such WPP ADSs.

Goods and services tax

WPP is an "international services entity" for the purposes of the Goods and Services Tax (Jersey) Law 2007 (the "**GST Law**"). Consequently, WPP is not required to:

(a) register as a taxable person pursuant to the GST Law;

(b) charge goods and services tax in Jersey in respect of any supply made by it; or

(c) subject to limited exceptions that are not expected to apply to WPP, pay goods and services tax in Jersey in respect of any supply made to it.

Stamp duty

No stamp duty is payable in Jersey on the issue or *inter vivos* transfer of WPP Shares or WPP ADSs.

Upon the death of a WPP Share Owner, a grant of probate or letters of administration will be required to transfer the WPP Shares of the deceased person. However, WPP may (at its discretion) dispense with this requirement where: (a) the deceased person was domiciled outside of Jersey at the time of death; and (b) the value of the deceased's movable estate in Jersey (including any WPP Shares) does not exceed £10,000.

Upon the death of a WPP Share Owner, where the deceased person was domiciled outside of Jersey at the time of death, Jersey stamp duty will be payable on the registration in Jersey of a grant of probate or letters of administration, which will be required in order to transfer or otherwise deal with the deceased person's personal estate situated in Jersey (including any WPP Shares) if the net value of such personal estate exceeds £10,000.

The rate of stamp duty payable is:

(i) (where the net value of the deceased person's relevant personal estate is more than £10,000 but does not exceed £100,000) 0.50 percent of the net value of the deceased person's relevant personal estate; or

(ii) (where the net value of the deceased person's relevant personal estate exceeds £100,000) £500 for the first £100,000 plus 0.75 percent of the net value of the deceased person's relevant personal estate which exceeds £100,000.

In addition, application and other fees may be payable.

US federal income taxation

Introduction

The following is a summary of certain material US federal income tax consequences of the ownership and disposition of WPP Shares or WPP ADSs by a US Holder (as defined below). This summary deals only with initial acquirers of WPP Shares or WPP ADSs that are US Holders and that will hold the WPP Shares or WPP ADSs as capital assets. The discussion does not cover all aspects of US federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the acquisition, ownership or disposition of WPP Shares or WPP ADSs by particular investors, and does not address state, local, foreign or other tax laws. In particular, this summary does not address all of the tax considerations that may be relevant to investors subject to special treatment under the US federal income tax laws (such as financial institutions, insurance companies, investors liable for the alternative minimum tax, investors that own (directly or indirectly) 10% or more of the voting stock of WPP, investors that hold WPP Shares or WPP ADSs through a permanent establishment, individual retirement accounts and other tax-deferred accounts, tax-exempt organisations, dealers in securities or currencies, traders that elect to mark to market, investors that will hold the WPP Shares or WPP ADSs as part of straddles, hedging transactions or conversion transactions for US federal income tax purposes, investors whose functional currency is not the US dollar or persons who received their WPP Shares or WPP ADSs in connection with the performance of services or on exercise of options received as compensation in connection with the performance of services).

As used herein, the term "US Holder" means a beneficial owner of WPP Shares or WPP ADSs that is, for US federal income tax purposes: (i) a citizen or individual resident of the United States; (ii) a corporation, or other entity treated as a corporation for US federal tax purposes, created or organised in or under the laws of the United States or any State thereof; (iii) an estate the income of which is subject to US federal income tax without regard to its source; or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more US persons have the authority to control all substantial decisions of the trust, or the trust has elected to be treated as a domestic trust for US federal income tax purposes.

This discussion does not address any tax consequences applicable to holders of equity interests in a holder of WPP Shares or WPP ADSs. The US federal income tax treatment of a partner in a partnership that holds WPP Shares or WPP ADSs will depend on the status of the partner and the activities of the partnership. Holders of

WPP Shares or WPP ADSs that are partnerships should consult their tax advisers concerning the US federal income tax consequences to their partners of the acquisition, ownership and disposition of WPP Shares or WPP ADSs.

WPP does not expect to become a passive foreign investment company (a "PFIC") for US federal income tax purposes and this summary assumes the correctness of this position. WPP's possible status as a PFIC must be determined annually and therefore may be subject to change. If WPP were to be a PFIC in any year, materially adverse consequences could result for US Holders.

The summary is based on the US federal income tax laws, including the US Internal Revenue Code of 1986 as amended, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as currently in effect, and all of which are subject to change, perhaps with retroactive effect.

The summary of US federal income tax consequences set out below is for general information only. US Holders are urged to consult with their own tax advisers as to the particular tax consequences to them of owning the WPP Shares or WPP ADSs, including the applicability and effect of state, local, foreign and other tax laws and possible changes in tax law.

Classification of the WPP ADSs

US Holders of WPP ADSs should be treated for US federal income tax purposes as owners of the WPP Shares represented by the WPP ADSs. Accordingly, the US federal income tax consequences discussed below apply equally to US Holders of WPP ADSs.

Tax on dividends

Distributions paid by WPP out of current or accumulated earnings and profits (as determined for US federal income tax purposes) will generally be taxable to a US Holder as foreign source dividend income, and will not be eligible for the dividends received deduction generally allowed to US corporations. A US Holder of WPP ADSs generally will include dividends in gross income in the taxable year in which such holder actually or constructively receives the dividend. US Holders that surrender their WPP ADSs in exchange for the underlying WPP Shares should consult their tax advisers regarding the proper timing for including dividends in gross income.

Distributions in excess of current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of the US Holder's basis in the WPP Shares or WPP ADSs and thereafter as capital gains. However, WPP will not maintain calculations of its earnings and profits in accordance with US federal income tax accounting principles. US Holders should, therefore, assume that any distribution by WPP with respect to the WPP Shares or WPP ADSs will constitute ordinary dividend income. US Holders should consult their tax advisers with respect to the appropriate US federal income tax treatment of any distribution received from WPP.

Under current federal income tax law, dividends paid by a foreign corporation to a non-corporate US Holder as "qualified dividend income" are taxable at the special reduced rate normally applicable to capital gains provided the foreign corporation qualifies for the benefits of the income tax treaty between the United States and the corporation's country of residence. In such case, the non-corporate US Holder is eligible for the reduced rate only if the US Holder has held the shares or ADSs for more than 60 days during the 121 day-period beginning 60 days before the ex-dividend date. WPP believes it will qualify for the benefits of the income tax treaty between the United States and the United Kingdom (the "Treaty").

US Holders of WPP Shares or WPP ADSs who receive distributions from WPP will need to consult their own tax advisors regarding the continued applicability of this special reduced rate to such distributions.

Dividends paid in pounds sterling will be included in income in a US dollar amount calculated by reference to the exchange rate in effect on the day the dividends are received by the US Holder in the case of WPP Shares or the US Depositary (in case of WPP ADSs), regardless of whether the pounds sterling are converted into US dollars at that time. If dividends received in pounds sterling are converted into US dollars on the day they are received, the US Holder generally will not be required to recognise a foreign currency gain or loss in respect of the dividend income. Generally, a gain or loss realised on a subsequent conversion of pounds sterling to US dollars or other disposition will be treated as US source ordinary income or loss.

Sale or other disposition

Upon a sale or other disposition of WPP Shares or WPP ADSs (other than an exchange of WPP ADSs for WPP Shares), a US Holder generally will recognise a capital gain or loss equal to the difference, if any, between the amount realised on the sale or other disposition and the US Holder's adjusted tax basis in the WPP Shares or WPP ADSs. This capital gain or loss will generally be US source and will be a long-term capital gain or loss if the US Holder's holding period in the WPP Shares or WPP ADSs exceeds one year. However, regardless of a US Holder's actual holding period, any loss may be a long-term capital loss if the US Holder receives a dividend that exceeds 10% of the US Holder's tax basis in its WPP Shares or WPP ADSs and to the extent such dividend qualifies for the reduced rate described above under the section entitled "Tax on Dividends". Deductibility of capital losses is subject to limitations.

A US Holder's tax basis in a WPP Share or a WPP ADS will generally be its US dollar cost. The US dollar cost of a WPP Share or a WPP ADS purchased with foreign currency will generally be the US dollar value of the purchase price on the date of purchase or, in the case of WPP Shares or WPP ADSs traded on an established securities market, as defined in the applicable Treasury Regulations, that are purchased by a cash basis US Holder (or an accrual basis US Holder that so elects), on the settlement date for the purchase. Such an election by an accrual basis US Holder must be applied consistently from year to year and cannot be revoked without the consent of the Internal Revenue Service (the "IRS").

The surrender of WPP ADSs in exchange for WPP Shares (or vice versa) should not be a taxable event for US federal income tax purposes and US Holders should not recognise any gain or loss upon such a surrender. A US Holder's tax basis in the withdrawn WPP Shares will be the same as the US Holder's tax basis in the WPP ADSs surrendered, and the holding period of the WPP Shares will include the holding period of the WPP ADSs.

The amount realised on a sale or other disposition of WPP Shares or WPP ADSs for an amount in foreign currency will be the US dollar value of this amount on the date of sale or disposition. On the settlement date, the US Holder will recognise US source foreign currency gain or loss (taxable as ordinary income or loss) equal to the difference (if any) between the US dollar value of the amount received based on the exchange rates in effect on the date of sale or other disposition and the settlement date. However, in the case of WPP Shares or WPP ADSs traded on an established securities market that are sold by a cash basis US Holder (or an accrual basis US Holder that so elects), the amount realised will be determined using the exchange rate in effect on the settlement date for the sale, and no exchange gain or loss will be recognised at that time.

Foreign currency received on the sale or other disposition of a WPP Share or a WPP ADS will have a tax basis equal to its US dollar value on the settlement date. Any gain or loss recognised on a sale or other disposition of a foreign currency (including upon exchange for US dollars) will be US source ordinary income or loss.

Net Investment Tax

In addition, the net investment income of individuals and certain trusts (including income realised through certain pass-through entities), subject to certain thresholds, will be subject to an additional net investment tax of 3.8%. "Net investment income" is the excess of certain types of passive income, including dividends on and capital gains from distributions on or dispositions of a WPP Share or a WPP ADS, over certain related investment expenses. Thus, both dividends and capital gains realised directly or indirectly by an individual or trust will generally be added in computing the net investment income of such individual or trust subject to this additional tax. Taxpayers are urged to consult their own tax advisors with respect to the applicability of this tax.

Backup withholding and information reporting

Payments of dividends and other proceeds with respect to WPP Shares or WPP ADSs by a US paying agent or other US intermediary will be reported to the IRS and to the US Holder unless the holder is a corporation or otherwise establishes a basis for exemption. Backup withholding may apply to reportable payments if the US Holder fails to provide an accurate taxpayer identification number or certification of exempt status or fails to report all interest and dividends required to be shown on its US federal income tax returns. Any backup withholding tax will be refunded or allowed as a credit against the US Holder's US federal income tax liability if the US Holder timely gives the appropriate information to the IRS. US Holders should consult their tax advisers as to their qualification for exemption from backup withholding and the procedure for obtaining an exemption.

F. Dividends and Paying Agents

Not applicable.

G. Statements by Experts

Not applicable.

H. Documents on Display

The Company is subject to the informational requirements of the Exchange Act. In accordance with these requirements, the Company files reports and other information with the United States Securities and Exchange Commission. You may read and copy any materials filed with the SEC at http://www.sec.gov that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC. The Company's Form 20-F is also available on the Company's website, http://www.wpp.com. This Annual Report on Form 20-F does not incorporate by reference information on the Company's website.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's principal market risks are changes in interest rates and currency exchange rates. Following evaluation of these positions, the Company selectively enters into derivative financial instruments to manage its risk exposure. The fair value of derivatives held by the Company at 31 December 2020 is estimated to be a net liability of £3.2 million (£9.8 million with respect to derivative assets and £13.0 million for derivative liabilities). These amounts are based on market values of equivalent instruments at the balance sheet date.

Interest rate and foreign currency risks

The Company's interest rate and foreign currency risks management policies are discussed in note 25 to the consolidated financial statements.

Interest rate derivatives and currency derivatives utilised by the Group are discussed in note 26 to the consolidated financial statements.

Analysis of fixed and floating rate debt by currency, including the effect of interest rate and cross currency swaps, as at the balance sheet date is provided in note 10 to the consolidated financial statements.

Sensitivity analyses that address the effect of interest rate and currency risks on the Group's financial instruments is provided in note 25 to the consolidated financial statements.

Credit risk

Our credit risk exposure and management policies are discussed in note 25 to the consolidated financial statements.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Fees and Charges

Holders of ADSs and persons depositing ordinary shares or surrendering ADSs for cancellation are currently required to pay the following service fees to the Depositary:

Service	Rate	By Whom Paid
(1) Issuance of ADSs upon deposit of ordinary shares (excluding issuances as a result of distributions described in paragraph (4) below).	Up to U.S.$5.00 per 100 ADSs (or fraction thereof) issued.	Person depositing ordinary shares or person receiving ADSs.

Service	Rate	By Whom Paid
(2) Delivery of deposited securities against surrender of ADSs.	Up to U.S.$5.00 per 100 ADSs (or fraction thereof) surrendered.	Person surrendering ADSs for purpose of withdrawal of deposited securities or person to whom deposited securities are delivered.
(3) Distribution of cash dividends or other cash distributions (*i.e.*, sale of rights and other entitlements).	Up to U.S.$2.00 per 100 ADSs (or fraction thereof) held, unless prohibited by the exchange upon which the ADSs are listed.	Person to whom distribution is made.
(4) Distribution of ADSs pursuant to (i) stock dividends or other free stock distributions, or (ii) exercise of rights to purchase additional ADSs.	Up to U.S.$5.00 per 100 ADSs (or fraction thereof) issued, unless prohibited by the exchange upon which the ADSs are listed.	Person to whom distribution is made.
(5) Distribution of securities other than ADSs or rights to purchase additional ADSs (*i.e.*, spin-off shares).	Up to U.S.$5.00 per unit of 100 securities (or fraction thereof) distributed.	Person to whom distribution is made.
(6) Depositary Services.	Up to U.S.$2.00 per 100 ADSs (or fraction thereof) held as of the last day of each calendar year, except to the extent of any cash dividend fee(s) charged under paragraph (3) above during the applicable calendar year.	Person of record on last day of any calendar year.
(7) Transfer of ADRs.	U.S.$1.50 per certificate presented for transfer.	Person presenting certificate for transfer.

Holders of ADSs and persons depositing ordinary shares or surrendering ADSs for cancellation and for the purpose of withdrawing deposited securities are also responsible for the payment of certain fees and expenses incurred by the Depositary, and certain taxes and governmental charges, such as:

(i) Taxes (including applicable interest and penalties) and other governmental charges;

(ii) Such registration fees as may from time to time be in effect for the registration of ordinary shares on the share register and applicable to transfers of ordinary shares or other securities on deposit to or from the name of the Custodian, the Depositary or any nominees upon the making of deposits and withdrawals, respectively;

(iii) Such cable, telex and facsimile transmission and delivery expenses as are expressly provided in the deposit agreement to be at the expense of the person depositing or withdrawing ordinary shares or holders of ADSs;

(iv) The expenses and charges incurred by the Depositary in the conversion of foreign currency;

(v) Such fees and expenses as are incurred by the Depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to ordinary shares, ordinary shares on deposit, ADSs and ADRs; and

(vi) The fees and expenses incurred by the Depositary, the Custodian or any nominee in connection with the servicing or delivery of ordinary shares on deposit.

WPP has agreed to pay various other charges and expenses of the Depositary. Please note that the fees and charges that holders of ADSs may be required to pay may vary over time and may be changed by WPP and by the Depositary. Holders of ADSs will receive prior notice of such changes.

Depositary Payments—Fiscal Year 2020

WPP did not receive any payments from Citibank, N.A., the Depositary for its American Depositary Receipt program, in 2020.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We performed an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as at 31 December 2020. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in the Company's periodic reports. Following the evaluation described above, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were not effective as at 31 December 2020, due to the material weaknesses in internal control over financial reporting as described below.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, carried out an assessment of the effectiveness of our internal control over financial reporting as at 31 December 2020. The assessment was performed using the criteria for effective internal control reflected in the Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on our assessment of the system of internal control, management concluded that as at 31 December 2020, our internal control over financial reporting was not effective because of the material weaknesses described below.

Impairment Assessment of Intangible Assets and Goodwill. We identified a material weakness in our internal control over financial reporting with respect to the design and implementation of effective controls relating to management's review of the impairment assessment of intangible assets and goodwill. Specifically, in our fiscal year 2019 Form 20-F filed with the SEC on 30 April 2020 (the "Original 20-F"), we identified that controls relating to the selection of appropriate discount rates for use in the impairment calculations were not effective as at 31 December 2019. In connection with the filing with the SEC on 12 February 2021 of Amendment No. 1 to our Report on Form 20-F/A for fiscal year 2019 (the "Amended 20-F"), we identified that controls relating to the determination of the appropriateness of the cash flow periods and associated discounting were not effective. As part of our year-end close process for the year ended 31 December 2020 we identified that controls relating to the determination of the assumptions in respect of working capital cash flows included in the impairment calculation also were not effective. An area of significant judgment in our impairment analysis involves the use of the Capital Asset Pricing Model, which relies on discount rates as inputs to complete the analysis. Reasonable judgments are required to select the relevant discount rates in accordance with IAS 36, including the selection between calculating the cost of debt on a local, country-specific basis or a group-wide basis, based on assumptions surrounding the central treasury funding across the group and application of a market-participant viewpoint. In addition, inputs regarding the cost of equity consider the risk-free rate, which may be subject to country inflation to account for certain geopolitical and local currency risks. Further, the impairment model involves discounting forecast cash flows over appropriate periods including making assumptions in respect of working capital cash flows to estimate the value in use of cash generating units in accordance with IAS 36. Our internal controls were not designed effectively to identify the application of an incorrect approach to determining certain inputs with respect to the discount rates in certain circumstances involving significant levels of judgment, such as in the context of resolving disparities between local-country interest rates and the group's cost of debt and the determination of the appropriateness of the cash flow periods and associated discounting and the determination of the assumptions in respect of working capital cash flows reflected in the impairment assessment.

Complex Accounting Matters and Judgment and Changes in Accounting Standards. In connection with the filing of the Amended 20-F, we identified a material weakness in our internal control over financial reporting with respect to the design and implementation of effective controls to ensure the appropriate application of IFRS for complex accounting matters and judgments, and to reflect changes in applicable accounting standards and interpretations or changes in the underlying business on a timely basis.

Net Investment Hedging Relationships. In connection with the filing of the Amended 20-F, we identified a material weakness in our internal control over financial reporting with respect to the design and implementation of effective controls to ensure the eligibility of net investment hedging relationships under IFRS, the adequacy and maintenance of contemporaneous documentation of the application of hedge accounting, and management's review of the impact of changes in internal financing structures on such hedging relationships.

These material weaknesses previously resulted in the restatement of our consolidated financial statements as of and for the years ended 31 December 2019, 2018 and 2017 relating to our notional cash pooling arrangements, net investment hedging arrangements and the fair value of liabilities in respect of put option agreements and payments due to vendors, and Item 15 of the Amended 20-F describes the material weaknesses as at 31 December 2019 resulting in the restatement.

Remediation of Material Weaknesses

Management is committed to maintaining a strong internal control environment and remediating the identified material weaknesses in a timely manner, with appropriate oversight from our Audit Committee. We have made progress towards remediation and continue to implement our remediation plan, as described below, for the material weaknesses in internal control over financial reporting described above.

Our planned remediation with respect to management's review of the impairment assessment of intangible assets and goodwill includes changing our approach to determining certain inputs with respect to the discount rates used in the impairment assessment, particularly those inputs that are subject to significant levels of judgment, and establishing a more comprehensive review process over such inputs, the discount rate methodology and the determination of the appropriateness of the cash flow periods and associated discounting in the impairment calculation. With respect to remediating control deficiencies relating to the selection of appropriate discount rates for use in the impairment calculations that we identified in the Original 20-F, we have engaged an independent valuation specialist to assist us in determining discount rates on an on-going basis with oversight by management; updated our discount rate determination methodology for a current market participant approach; enhanced the level of review of and controls related to the selection of the variables underpinning the discount rate calculation, the discount rate methodology and annual refresh; and implemented additional validation controls. To remediate the other control deficiencies regarding the impairment assessment of intangible assets and goodwill, which we identified in connection with and subsequent to the filing of the Amended 20-F, we have conducted a refreshed risk assessment of the goodwill impairment testing process; updated our control framework to ensure each risk is mapped to a specific mitigating control; engaged valuation specialists to assist in ensuring the accuracy and integrity of the impairment testing model and determining recoverable amounts that require significant judgment; and implemented additional reviews of the selection of cash flow periods. With respect to our controls relating to the determination of the assumptions in respect of working capital cash flows included in the impairment calculation, we have implemented additional validation controls and additional reviews of the net working capital assumptions.

Our current efforts to remediate the material weakness identified with respect to complex accounting matters and judgment and changes in accounting standards, which related to the restatement of our notional cash pooling arrangements, net investment hedging arrangements and the fair value of liabilities in respect of put option agreements and payments due to vendors, include performing a comprehensive retrospective review of our controls and procedures and implementing enhanced periodic controls into our control framework. The comprehensive retrospective review includes identifying all critical accounting judgments with respect to financial statement line items, evaluating the application of the underlying accounting standards to those judgments and verifying the completeness, accuracy and reasonableness of those final judgments. Enhanced periodic controls that we are implementing include controls to identify and evaluate amended or clarified accounting standards, or new guidance with respect to accounting standards, as well as controls surrounding the verification of critical accounting judgments, including those most likely to be impacted by amendments to or clarifications of accounting standards we have adopted. Our management is undertaking a series of steps to complete the comprehensive review and remediation of our controls and procedures and has engaged outside advisors with specialist expertise in the respective subject matter areas to assist with the performance of the comprehensive retrospective review. To further address the appropriate determination of the fair value of liabilities in respect of put option agreements and payments due to vendors we have also engaged an independent valuation specialist to assist us as an integral part of the discount rate determination process on an ongoing basis, with oversight by management, to ensure we utilize the appropriate discount rate in connection with our determination of the fair value of liabilities in respect of put option agreements and payments due to vendors.

Our current efforts to remediate the material weakness identified with respect to our net investment hedging arrangements include performing a comprehensive retrospective review of our controls and procedures to re-review our hedging relationships and the associated documentation and analyzing the application of hedge accounting to all other financial instruments to which such accounting treatment is being applied. As part of the remediation, we have updated the design of our controls to verify the nature and existence of contemporaneous hedge documentation in accordance with *IAS 39 Financial Instruments: Recognition and Measurement*.

While management believes the foregoing efforts will effectively remediate the material weaknesses, each material weakness will not be considered fully remediated until all aspects of the applicable remediation plan for that material weakness has been implemented and such controls operate for a sufficient period of time to allow management to conclude, through testing, that these controls are operating effectively. The Company will monitor the effectiveness of its remediation plan and will refine its remediation plan as appropriate.

The Company’s internal control over financial reporting as at 31 December 2020 has been audited by Deloitte LLP, an independent registered public accounting firm, who also audited the Company’s consolidated financial statements. Their audit report, which expressed an adverse opinion on the effectiveness of internal control over financial reporting, is presented below.

Changes in Internal Control Over Financial Reporting

Except for the remediation efforts to address the material weaknesses described above in management’s annual report on internal control over financial reporting, there has been no other change in the Company’s internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during 2020, that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of WPP plc

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of WPP plc and subsidiaries (the "Company") as at 31 December 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, because of the effect of the material weaknesses identified below on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as at 31 December 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as at and for the year ended 31 December 2020, of the Company and our report dated 29 April 2021 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Material Weaknesses

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses have been identified and included in management's assessment:

(1) The Company did not design and implement effective controls relating to management's review of the impairment assessment of intangible assets and goodwill. Specifically, controls relating to the selection of appropriate discount rates for use in the impairment calculations, the determination of the appropriateness of the cash flow periods and associated discounting, and the determination of the assumptions in respect of working capital cash flows included in the impairment assessment were not effective.

(2) The Company did not design and implement effective controls to ensure the appropriate application of IFRS for complex accounting matters and judgements, and to reflect changes in applicable accounting standards and interpretations or changes in the underlying business on a timely basis.

(3) The Company did not design and implement effective controls to ensure the eligibility of net investment hedging relationships under IFRS, the adequacy and maintenance of contemporaneous documentation of the application of hedge accounting, and management's review of the impact of changes in internal financing structures on such hedging relationships.

These material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements as at and for the year ended 31 December 2020, of the Company, and this report does not affect our report on such consolidated financial statements.

/s/ Deloitte LLP

Deloitte LLP
London, United Kingdom
29 April 2021

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

The audit committee consisted of Jacques Aigrain, Sandrine Dufour, Tarek Farahat, and Cindy Rose at 31 December 2020. Sandrine Dufour was appointed as a Director and a member of the audit committee on 3 February 2020. Tom Ilube was appointed as a Director and a member of the audit committee on 1 January 2021. The board of directors has determined that all members of the audit committee are "independent" as that term is defined in the applicable NYSE listing standards and rules of the Securities and Exchange Commission.

WPP has three audit committee financial experts, Jacques Aigrain, serving as Chairman of the audit committee, Tarek Farahat and Sandrine Dufour, members of the committee. See the biographies of Jacques Aigrain, Tarek Farahat and Sandrine Dufour in Item 6A.

ITEM 16B. CODE OF ETHICS

WPP has in place a Code of Business Conduct that constitutes a "code of ethics" as defined in applicable regulations of the Securities and Exchange Commission. The Code of Business Conduct, which is regularly reviewed by the Audit Committee and the Board and was last updated in 2016, sets out the principal obligations of all directors, officers and employees. Directors and senior executives throughout the Group are required each year to sign this Code. The WPP Code of Business Conduct is available on the Company's website, www.wpp.com/investors/corporate-governance. This Annual Report on Form 20-F does not incorporate by reference information on the Company's website.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

	2020 £m	2019 £m
Audit fees	29.3	34.5
Audit-related fees[1]	1.1	8.2
Tax fees[2]	0.1	—
	30.5	42.7

1 Audit-related fees comprise services, including fees for due diligence and review of earn-out payment calculations. All audit-related fees were approved by the Audit Committee.

2 Tax fees comprise tax advisory, planning and compliance services. All tax fees were approved by the Audit Committee.

See note 3 to the consolidated financial statements for more details of auditors' remuneration for the years ended 31 December 2020, 2019 and 2018.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has a pre-approval policy for the engagement of the external auditors in relation to the supply of permissible non-audit services, taking into account relevant ethical and regulatory requirements. WPP's policy regarding non-audit services that may be provided by the Group's auditors, Deloitte, prohibits certain categories of work in line with relevant guidance on independence, such as ethical standards issued by the Auditing Practices Board and independence rules of the Public Company Accounting Oversight Board (United States) and the SEC. Other categories of work may be undertaken by Deloitte subject to an approvals process that is designed appropriately for different categories and values of proposed work. All of the audit and non-audit services carried out in the years ended 31 December 2020 and 2019 were pre-approved under the policies and procedures summarised above.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

At the Annual General Meeting of WPP plc on 12 June 2019 a special resolution was passed authorising WPP plc to make market purchases of its own shares up to a maximum number of 126,188,373 ordinary shares. This authority expired at the Annual General Meeting of WPP plc on 10 June 2020 and was replaced by a new authority to purchase up to a maximum number of 122,532,907 ordinary shares until the earlier of the conclusion of the Annual General Meeting of WPP plc in 2021 and 1 September 2021.

	Total number of shares purchased	Average price (£)	Total number of shares purchased as part of publicly announced plan	Maximum number of shares that may yet be purchased under plan
1/1/20 – 31/1/20	10,446,356	10.24	10,446,356	111,155,978
1/2/20 – 29/2/20	9,537,534	9.71	9,537,534	101,618,444
1/3/20 – 31/3/20	12,177,270	6.63	12,177,270	89,441,174
1/4/20 – 30/4/20	—	—	—	89,441,174
1/5/20 – 31/5/20	—	—	—	89,441,174
1/6/20 – 30/6/20	100,000	6.48	100,000	122,432,907
1/7/20 – 31/7/20	—	—	—	122,432,907
1/8/20 – 31/8/20	—	—	—	122,432,907
1/9/20 – 30/9/20	—	—	—	122,432,907
1/10/20 – 31/10/20	—	—	—	122,432,907
1/11/20 – 30/11/20	550,000	7.31	550,000	121,882,907
1/12/20 – 31/12/20	—	—	—	121,882,907
Total	32,811,160	8.68	32,811,160	

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

The Company's ADSs are listed on the NYSE. In general, under Section 303A.11 of the NYSE's Listed Company Manual, foreign private issuers such as WPP listed on the NYSE are permitted to follow home country corporate governance practices instead of certain of the corporate governance requirements of Section 303A of the Listed Company Manual.

The following discussion identifies the principal ways that WPP's corporate governance practices differ from the requirements of Section 303A of the Listed Company Manual:

- Section 303A.03 requires that non-management directors hold regular executive sessions and that the listed company disclose on its website or in its annual report the name of the director presiding at such sessions. The Company complies with the equivalent domestic requirements set out in the UK Corporate Governance Code (the "Code"), which requires the Chairman of the Company to hold meetings with the Non-Executive Directors without executives present (Provision 13 of the Code). The Non-Executive Directors, led by the Senior Independent Director, also meet at least annually without the Chairman present to appraise the Chairman's performance, and on other occasions as necessary (Provision 12 of the Code).
- Section 303A.04 requires that the written charter of the nominating/corporate governance committee and the compensation committee each require that the committee consist entirely of independent directors. While all current members of the Company's Nomination and Governance Committee are independent, the terms of reference of the committee require, consistent with the Code, that only a majority of the members of the committee be independent (Provision 17 of the Code).

- Section 303A.05 requires that compensation committees have authority to retain compensation consultants, legal counsel and other advisers at the issuer's expense, and that they consider specific factors before doing so. Section 303A.05 also requires that a compensation committee's written charter cover the preparation of disclosure required of domestic issuers by Item 407(e)(5) of Regulation S-K and delegation of the committee's duties to one or more subcommittees. The terms of reference of the Company's Compensation Committee are written in compliance with the Code and give the committee the authority to obtain outside legal assistance and any professional advice, at the Company's expense, as the committee considers necessary for the discharge of its responsibilities, but do not specifically require the committee to consider the factors listed in Section 303A.05. The committee's terms of reference also do not cover the preparation of the Item 407(e)(5) disclosure or delegation of the committee's duties to subcommittees. The Company complies instead with the requirements of the Code in this regard.
- Section 303A.07 requires that terms of reference of a listed company's audit committee cover the preparation of disclosure required of domestic issuer by Item 407(d)(3) of Regulation S-K and require that the committee meet separately with management. The Company's Audit Committee has written terms of reference in accordance with the Code, which do not cover these matters, although they do require that the committee meet separately with and monitor the effectiveness of the auditors and the head of the Company's internal audit function.
- Section 303A.08 requires that listed companies obtain shareholder approval before a stock option or purchase plan is established or materially revised or other equity compensation arrangement is made or materially revised pursuant to which stock may be acquired by directors, employees or other service providers of the listed company, subject to certain exceptions. The Company seeks shareholder approval for the adoption or amendment of stock plans or stock purchase plans as required by the Articles of Association of the Company, the Listing Rules of the UK Listing Authority (the Listing Rules) and the laws of Jersey.

  Subject to the exceptions permitted in the Listing Rules, this involves seeking share owner approval to any such plan that falls into either of the following categories (as defined in the Listing Rule 9.4):

  (a) an employees' share scheme if the scheme involves or may involve the issue of new shares or the transfer of treasury shares; and

  (b) a long-term incentive plan in which one or more directors of the Company is eligible to participate and to material amendments of that plan to the extent required by the plan's rules. In this context, it should be noted that the provisions of the rules relating to whether amendments to the plan rules must be approved by share owners must themselves be drafted to ensure compliance with the Listing Rules.
- Section 303A.09 requires that listed companies adopt corporate governance guidelines that cover certain specified matters. The Company follows the Code, which covers all of the matters specified in Section 303A.09 (and more). As is customary for UK companies, the Company states how it complies with the principles of the Code and a confirmation that it complies with the Code's provisions or, where it does not, provide an explanation of how and why it does not comply (Listing Rule 9.8.6). In addition, the Company is required to make certain mandatory corporate governance statements in the Directors' Report in accordance with the UK Listing Authority's Disclosure Guidance and Transparency Rules, DTR 7. The Company will comply with these requirements in its 2020 Annual Report. The Company therefore does not adopt the elements of the Code as a separate written policy.
- Section 303A.12 requires that each listed company must provide certain certifications of compliance with the NYSE corporate governance rules annually, although foreign private issuers are only required to comply with a subset of these requirements. The Company complies instead with the requirements of the Code in this regard.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

The consolidated financial statements of WPP plc at 31 December 2020 and 2019 and for the years ending 31 December 2020, 2019 and 2018 are included in this report beginning on page F-1.

ITEM 19. EXHIBITS

Exhibit No.	Exhibit Title
1.1	Memorandum and Articles of Association of WPP plc (incorporated herein by reference to Exhibit 1 to the Registrant's Report on Form 6-K filed on 2 January 2013).
2.1	Deposit Agreement dated as of 2 January 2013 among the Registrant, Citibank, N.A. as Depositary, and all holders and beneficial owners from time to time of American Depositary Receipts issued thereunder (incorporated herein by reference to Exhibit 99(A)(I) to the Registrant's Registration Statement on Form F-6EF filed on 31 December 2012).
2.2	Restricted ADS Letter Agreement dated as of 2 January 2013 between the Registrant and Citibank, N.A., as Depositary (incorporated herein by reference to Exhibit 99(A)(II) to the Registrant's Registration Statement on Form F-6EF filed on 31 December 2012).
2.3	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to U.S.$500,000,000 3.625% Guaranteed Senior Notes due September 2022 and $300,000,000 5.125% Guaranteed Senior Notes due 2042 (incorporated herein by reference to Exhibit 2.15 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2012).
2.4	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to U.S.$500,000,000 5.625% Guaranteed Senior Notes due November 2043 (incorporated herein by reference to Exhibit 2.14 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2013).
2.5	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to €750 million of 3.00% Fixed Rate Senior Notes due November 2023 (incorporated herein by reference to Exhibit 2.15 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2013).
2.6	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to $750,000,000 of 3.750% Senior Notes Due 2024 (incorporated herein by reference to Exhibit 2.13 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2014).
2.7	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to €750,000,000 of 2.250% of Senior Notes Due 2026 (incorporated herein by reference to Exhibit 2.14 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2014).
2.8	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to €600 million of 1.625% Notes due March 2030 (incorporated herein by reference to Exhibit 2.15 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2014).
2.9	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to £400 million of 2.875% Notes due September 2046 (incorporated herein by reference to Exhibit 2.14 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2016).

Exhibit No.	Exhibit Title
2.10	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to €250 million of guaranteed senior bonds due March 2022 that pay a coupon of 3 month EURIBOR plus 0.45% (incorporated herein by reference to Exhibit 2.16 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2017).
2.11	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to €500 million of 1.375% guaranteed senior bonds due March 2025 (incorporated herein by reference to Exhibit 2.17 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2017).
2.12	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to an A$547 million and NZ$3 million Syndicated Facility Agreement entered into by WPP AUNZ Limited, dated 26 June 2018 (incorporated herein by reference to Exhibit 2.15 to the Registrant's Annual Report on Form 20-F for the year ended 31 December 2018).
2.13	Description of WPP plc Share Capital and American Depositary Shares.*
2.14	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to an A$447 million and NZ$3 million Syndicated Facility Agreement entered into by WPP AUNZ Limited, dated 18 August 2020.*
2.15	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to €750 million of 2.375% guaranteed senior bonds due May 2027.*
2.16	Agreement of Registrant to file, if requested by the Securities and Exchange Commission, instruments relating to £250 million of 3.75% guaranteed senior bonds due May 2032.*
4.1	J. Walter Thompson Company, Inc. Retained Benefit Supplemental Employee Retirement Plan (incorporated herein by reference to Exhibit 4.9 to the Registrant's Annual Report on Form 20-F for the year ended 31 December 2000).
4.2	Young & Rubicam Inc. Deferred Compensation Plan (incorporated herein by reference to Exhibit 10.26 to Young & Rubicam's Registration Statement on Form S-1 (File No. 333-46929)).
4.3	Amendment No. 2 to Young & Rubicam Inc. Deferred Compensation Plan effective as of 1 January 1999 (incorporated herein by reference to Exhibit 10.27 to Young & Rubicam's Annual Report on Form 10-K for the year ended 31 December 1998).
4.4	Young & Rubicam Inc. Executive Income Deferral Program (incorporated herein by reference to Exhibit 4.19 to the Registrant's Annual Report on Form 20-F for the year ended 31 December 2000).
4.5	Ogilvy & Mather ERISA Excess Plan Summary Plan Description (incorporated herein by reference to Exhibit 4.12 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.6	Ogilvy & Mather Executive Savings Plan Summary Plan Description, in connection with a 25% matching contribution (incorporated herein by reference to Exhibit 4.13 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.7	Ogilvy & Mather Executive Savings Plan Summary Plan Description, in connection with a 50% matching contribution (incorporated herein by reference to Exhibit 4.14 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.8	Ogilvy & Mather Deferred Compensation Plan Summary Plan Description (incorporated herein by reference to Exhibit 4.15 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).

Exhibit No.	Exhibit Title
4.9	WPP Executive Stock Option Plan, as amended through 12 November 2012 (incorporated herein by reference to Exhibit 4.9 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2012).
4.10	WPP plc Restricted Stock Plan, as amended through 12 November 2012 (incorporated herein by reference to Exhibit 4.10 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2012).
4.11	WPP 2005 Executive Stock Option Plan, as amended through 12 November 2012 (incorporated herein by reference to Exhibit 4.11 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2012).
4.12	WPP plc Annual Bonus Deferral Programme, as amended through 12 November 2012 (incorporated herein by reference to Exhibit 4.12 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2012).
4.13	GroupM Executive Savings Plan Summary Plan Description (incorporated herein by reference to Exhibit 4.24 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.14	WPP 2008 Executive Stock Option Plan, as amended through 12 November 2012 (incorporated herein by reference to Exhibit 4.14 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2012).
4.15	Service Agreement in the USA, dated 30 April 2009, between WPP Group USA, Inc. and Paul W.G. Richardson (incorporated herein by reference to Exhibit 4.30 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.16	Director's appointment agreement, dated 21 November 2008, between WPP plc and Paul Richardson (incorporated herein by reference to Exhibit 4.31 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.17	Supplemental Retirement Agreement, dated as of 1 July 2008, by and between WPP Group USA, Inc. and Paul Richardson (incorporated herein by reference to Exhibit 4.34 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.18	Amendment dated 19 November 2008 to Supplemental Retirement Agreement, dated as of 1 July 2008, by and between WPP Group USA, Inc. and Paul Richardson (incorporated herein by reference to Exhibit 4.35 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.19	Grey Advertising Inc. Senior Executive Officer Post-Employment Compensation Plan (incorporated herein by reference to Exhibit 4.40 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.20	Amendment No. 1 to the Grey Advertising Inc. Senior Executive Officer Post-Employment Compensation Plan, effective as of January 1, 2009 (incorporated herein by reference to Exhibit 4.41 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.21	Amendment No. 1 to the J. Walter Thompson Retained Benefit Supplemental Employee Retirement Plan, effective as of January 1, 2009 (incorporated herein by reference to Exhibit 4.42 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2008).
4.22	Second Amendment, dated 22 June 2011, to Supplemental Retirement Agreement, dated as of 1 July 2008, by and between WPP Group USA, Inc. and Paul Richardson (incorporated herein by reference to Exhibit 4.41 to the Registrant's Annual Report on Form 20-F for the year ended 31 December 2011).
4.23	WPP 2012 Executive Stock Option Plan (incorporated herein by reference to Exhibit 4.32 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2012).

Exhibit No.	Exhibit Title
4.24	WPP plc Executive Performance Share Plan (incorporated herein by reference to Exhibit 4.33 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2013).
4.25	WPP Share Option Plan 2015 (incorporated herein by reference to Exhibit 4.32 of the Registrant's Annual Report on Form 20-F for the year ended 31 December 2016).
4.26	Service Agreement, dated 3 September 2018, between WPP 2005 Limited and Mark Read (incorporated herein by reference to Exhibit 4.26 of the Registrant's Annual Report on Form 20-F filed for the year ended 31 December 2018).
4.27	The WPP plc Stock Plan 2018 (incorporated herein by reference to Exhibit 4.27 to the Registrant's Annual Report on Form 20-F for the year ended 31 December 2018).
4.28	Service Agreement, dated 1 October 2019, between WPP 2005 Limited and John Rogers (incorporated herein by reference to Exhibit 4.28 to the Registrant's Annual Report on Form 20-F for the year ended 31 December 2019, as filed with SEC on 30 April 2020).
4.29	Sale and Purchase Agreement, dated 12 July 2019, as amended, between the Registrant, Summer (BC) Topco S.a r.l., and Summer (BC) UK Bidco Limited (incorporated herein by reference to Exhibit 4.29 to the Registrant's Annual Report on Form 20-F for the year ended 31 December 2019, as filed with SEC on 30 April 2020).
4.30	Securityholders' Agreement, dated 5 December 2019, between Summer (BC) US JVCO S.C.Sp., Summer (BC) US JVCo GP S.a r.l., Summer (BC) JVCO S.a r.l., York Merger Square 2009 LLC, WPP Diamond Head LLC, WPP 2005 Limited, Summer (BC) Topco S.a r.l., and Summer (BC) US Blockerco Corp (incorporated herein by reference to Exhibit 4.30 to the Registrant's Annual Report on Form 20-F for the year ended 31 December 2019, as filed with SEC on 30 April 2020).
8.1	List of subsidiaries.*
12.1	Certification of Chief Executive Officer.*
12.2	Certification of Chief Financial Officer.*
13.1	Certification of Chief Executive Officer under 18 U.S.C. Section 1350.**
13.2	Certification of Chief Financial Officer under 18 U.S.C. Section 1350.**
14.1	Consent of Independent Registered Public Accounting Firm (for WPP plc and subsidiaries).*
17.1	List of subsidiary guarantors and issuers of guaranteed securities.*
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Linkbase Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

* Filed herewith.

** Furnished herewith.

Signatures

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

WPP plc

By: /s/ John Rogers

John Rogers
Chief Financial Officer
29 April 2021

Item 18

INDEX TO FINANCIAL STATEMENTS

Financial Statement Number			Page
A.	Financial Statements of WPP plc as at and for the years ended 31 December 2020, 2019 and 2018		
	(i)	Report of Independent Registered Public Accounting Firm	F-1
	(ii)	Accounting policies	F-4
	(iii)	Consolidated income statement for the years ended 31 December 2020, 2019, 2018	F-15
	(iv)	Consolidated statement of comprehensive income for the years ended 31 December 2020, 2019, 2018	F-16
	(v)	Consolidated cash flow statement for the years ended 31 December 2020, 2019, 2018	F-17
	(vi)	Consolidated balance sheet at 31 December 2020 and 2019	F-18
	(vii)	Consolidated statement of changes in equity for the years ended 31 December 2020, 2019, 2018	F-19
	(viii)	Notes to the consolidated financial statements	F-20

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of WPP plc

Opinion on the Financial Statements
We have audited the accompanying consolidated balance sheets of WPP plc and its subsidiaries (the "Company") as at 31 December 2020 and 2019, the related consolidated income statements, consolidated statements of comprehensive income, consolidated statements of changes in equity, and consolidated cash flow statements, for each of the three years in the period ended 31 December 2020, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended 31 December 2020, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as at 31 December 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated 29 April 2021, expressed an adverse opinion on the Company's internal control over financial reporting because of identified material weaknesses.

Change in Accounting Principle
As discussed in the Accounting Policies to the financial statements, the Company has changed its method of accounting for leases from 1 January 2019 due to adoption of International Financial Reporting Standards 16 Leases.

Basis for Opinion
These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters
The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved especially challenging, subjective, or complex judgements. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Goodwill — Refer to the Accounting Policies and Notes 3 (Costs of services and general and administrative costs) and 14 (Intangible assets) to the financial statements

Critical Audit Matter Description
The Company's assessment of goodwill for impairment involves the comparison of the recoverable amount of goodwill to its carrying value at each measurement date, calculated as the higher of fair value less costs to sell and value in use. The Company used the value in use approach, which uses a discounted cash flow model to estimate the recoverable amount of each cash generating unit or group of cash generating units and requires management to make significant estimates and assumptions related to discount rates, short-term forecasts and long-term growth rates. The net book

value of goodwill was £7,389 million as at 31 December 2020. In the current year, an impairment charge of £2,823 million was recorded related to a number of businesses that were either underperforming or impacted by the COVID-19 pandemic.

We identified goodwill valuation as a critical audit matter because of the significant judgements made by management, which consider future impacts of the COVID-19 pandemic, to estimate the recoverable amount of goodwill, the sensitivity of certain inputs to the value in use calculations for certain groups of cash generating units, and the increased auditor judgement and level of audit effort required to obtain evidence to test these significant judgements. Estimates of future performance and market conditions used to arrive at the net present value of future cash flows at the relevant assessment date, which is used within the goodwill impairment analysis, are subjective in nature with increased uncertainty as a result of the COVID-19 pandemic. Through our risk assessment procedures, we identified those inputs that were the most sensitive to the recoverable values computed by the value in use calculations for certain groups of cash generating units, which enabled us to design our audit procedures to address the most significant risk areas in our work, focusing on those estimates that are either complex, including the discount rate calculations, or subjective in nature, including the short-term forecast and long-term growth rates.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures focused on challenging the discount rates, short-term forecasts and long-term growth rates used in the respective discounted cash flow models to determine the recoverable amount of each group of cash generating units and included the following audit procedures, among others:

- We tested the effectiveness of controls over management's selection of long-term growth rates used to determine the recoverable amount for each group of cash generating units.
- We assessed the appropriateness of forecasted revenue and operating margin growth rates by comparing with external economic data, including peers, market data and wider economic forecasts, with a particular focus on the impact of COVID-19 on those forecasts.
- We evaluated management's ability to accurately forecast future revenues and growth rates by comparing actual results to management's historical forecasts.
- We assessed the mechanical accuracy of the impairment models and the methodology applied by management for consistency with the requirements of IAS 36.
- With the assistance of our valuation specialists, we evaluated the appropriateness of the discount rates and long-term growth rates used for each group of cash generating units by:
  - Testing the source information underlying the determination of the discount rate and the mathematical accuracy of the calculation;
  - Assessing the methodology applied in the discount rate calculation against market practice valuation techniques; and
  - Assessing the long-term growth rates against independently derived weighted average rate for each country, based on their GDP forecasts.
- We compared the long-term growth rates to independent market data to assess the appropriateness of the management's long-term growth rates used within the forecasts.
- We evaluated the Company's disclosures on goodwill against the requirements of IFRS.

Revenue recognition — Refer to the Accounting Policies in the financial statements

Critical Audit Matter Description

The Company recognises revenue when a performance obligation is satisfied, in accordance with the terms of its contractual arrangements. Typically, performance obligations are satisfied over time as services are rendered. Revenue recognised over time is based on the proportion of the service performed, using either an input method or an output method, depending on the particular arrangement, to measure progress for each performance obligation. For most contracts where revenue is recognised over time using the input method, costs incurred are used as an objective measure of performance. The Company's revenue was £12,003 million for the year ended 31 December 2020.

We identified the revenue recognition for open contracts at 31 December 2020 in certain of the Group's operating companies accounted for on a percentage of completion basis as a critical audit matter because of the management judgment required to estimate the proportion of the service performed and therefore the revenue to be recognised on these contracts at year end. Auditing these estimates was challenging and required extensive audit effort and a high degree of auditor judgement given the bespoke nature of each contract and limited availability of external evidence to support the percentage of completion determined.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the critical audit matter for revenue recognition included the following, among others:

- We tested the effectiveness of controls for over time recognition of revenue, including management's controls over the recording of costs incurred and estimates of costs to complete for the remaining contract performance obligations.
- We evaluated the accuracy of management's previous forecasts of costs to complete projects by performing retrospective reviews of such estimates as compared to actual results for performance obligations that have been fulfilled.
- We selected a sample of contracts with customers and performed the following:
    - Recalculated revenue recognised based on the percentage of completion by obtaining schedules of estimated costs to complete from project managers and challenging the key underlying assumptions to test their completeness and accuracy;
    - Evaluated whether the contracts were properly included in management's calculation of revenue recognized over time based on the terms and conditions of each contract and confirmed contract values by verifying the values against signed agreements and any contract amendments.
    - Tested the completeness and accuracy of costs incurred to date to determine fulfilment of the performance obligations.
    - Evaluated the reasonableness and consistency of the methods and assumptions used by management to develop the estimates of costs to complete.
    - Evaluated management's ability to achieve the estimates of future costs to complete by performing inquiries with the Company's project managers related to project status and comparing estimates to project work plans.
    - Tested the mathematical accuracy of cost estimates.
    - Recalculated deferred and accrued income balances based on the contract terms, costs incurred to date and remaining cost estimates to conclude on the appropriateness of the revenue recognized at year end.

/s/ Deloitte LLP

Deloitte LLP
London, United Kingdom
29 April 2021

We have served as the Company's auditor since 2002.

2020 financial statements

Accounting policies

The consolidated financial statements of WPP plc and its subsidiaries (the Group) for the year ended 31 December 2020 have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as they apply to the financial statements of the Group for the year ended 31 December 2020.

Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial instruments and held for sale assets. The financial statements have been prepared using the going concern basis of accounting. The principal accounting policies are set out below.

The financial statements were approved by the Board of Directors and authorized for issue on 29 April 2021.

Basis of consolidation

The consolidated financial statements include the results of the Company and all its subsidiary undertakings made up to the same accounting date. All intra-Group balances, transactions, income and expenses are eliminated in full on consolidation. The results of subsidiary undertakings acquired or disposed of during the period are included or excluded from the consolidated income statement from the effective date of acquisition or disposal.

New IFRS accounting pronouncements

In the current year, the following Standards and Interpretations became effective:

— Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7);

— Impact of Covid-19 Related Rent Concessions (Amendment to IFRS 16).

The Group does not consider that other standards or amendments to standards adopted during the year have a significant impact on the financial statements.

Impact of Interest Rate Benchmark Reform

The amendments issued by the IASB, Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7), are mandatory and are effective from 1 January 2020. They provide relief on specific aspects of pre-replacement issues that impact hedge accounting, whereby entities applying hedge accounting requirements will be able to assume that the interest rate benchmark on which the hedged cash flows and cash flows of the hedging instrument are based are not altered as a result of Interest Rate Benchmark Reform. The Group does not consider that these amendments have a significant impact on the financial statements as they provide relief for the possible effects of the uncertainty arising from interest rate benchmark reform.

Impact of COVID-19-Related Rent Concessions

The amendment to IFRS 16, Covid-19-Related Rent Concessions, was issued by the IASB in May 2020 and is effective from 1 June 2020. It provides practical relief to lessees in accounting for rent concessions occurring as a direct consequence of Covid-19, by introducing a practical expedient to IFRS 16. The practical expedient permits a lessee to elect not to assess whether a Covid-19-related rent concession is a lease modification. The Group has elected to apply the practical expedient. There has been no material impact to our financial statements as a result of the application of this amendment.

At the date of authorisation of these financial statements, the following amendments to standards, which have not been applied in these financial statements, were in issue but not yet effective:

— Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16).

The Group does not consider that other standards or amendments to standards in issue but not yet effective will have a significant impact on the financial statements.

Impact of Interest Rate Benchmark Reform Phase 2

The amendments issued by the IASB, Interest Rate Benchmark Reform -— Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16), are mandatory and are effective from 1 January 2021. They address issues arising from the implementation of the reforms. A practical expedient is provided such that the change to contractual cash flows for financial assets and liabilities (including lease liabilities) is accounted for prospectively by revising the effective interest rate. In addition, hedge accounting will not be discontinued solely because of the IBOR reform. The Group does not consider that these amendments will have a significant impact on the financial statements as they provide relief for the possible effects of the uncertainty arising from interest rate benchmark reform.

Restatement

After the consolidated financial statements for the year ended 31 December 2019 were issued, it was determined that they did not comply with certain elements of the application of IAS 32 Financial Instruments: Presentation and IAS 39 Financial Instruments: Recognition and Measurement, resulting in the incorrect presentation of the Company's notional cash pooling arrangements on the balance sheet, the inappropriate deferral of foreign exchange movements in the Company's translation reserve due to the inappropriate application of hedge accounting in respect of non-derivative financial instruments and the inappropriate discount rate being applied in the calculation of the fair value of liabilities in respect of put option agreements and payments due to vendors (earnout agreements).

The presentation of cash and overdrafts within notional cash pooling arrangements did not meet the requirements for offsetting in accordance with IAS 32 Financial Instruments: Presentation. This resulted in the incorrect presentation of the notional cash pooling arrangements on the balance sheet. Therefore, there has been a restatement of the year ended 31 December 2019 and 2018. The impact of this change is to increase cash and short-term deposits and bank overdrafts, bonds and bank loans by £8,336.7 million for the year ended 31 December 2019 (2018: £8,422.6 million), while having no impact on the Company's debt less cash position. This adjustment does not impact the consolidated income statement or consolidated cash flow statement.

Net investment hedging was inappropriately applied against certain foreign exchange exposures and net investment in foreign operations, where the relationship was either an ineligible hedging relationship under IFRS or insufficiently documented, such that the criteria to apply hedge accounting under IAS 39 Financial Instruments: Recognition and Measurement were not met. Therefore, there has been a restatement of the year ended 31 December 2019 and 2018, resulting in the reclassification of gains/losses recognised in exchange adjustments on foreign currency net investments within the consolidated statement of comprehensive income to be reported in the consolidated income statement as revaluation and retranslation of financial instruments (note 6). The impact of this change is a £245.7 million gain for the year ended 31 December 2019 (2018: £205.1 million loss) being recognised in revaluation and retranslation of financial instruments. This change also reduces the opening retained earnings balance as at 1 January 2019 by £517.4 million with a corresponding increase in the foreign currency translation reserve.

The fair value of liabilities in respect of put option agreements and payments due to vendors (earnout agreements) are recorded at the present value of the expected cash outflows of the obligation. The discount rate historically used in this calculation represented the Company's cost of debt. To fully reflect the risk in the cash flows, the Company has changed the discount rate used in this calculation, and restated the years ending 31 December 2019 and 2018 to reflect the change, which resulted in the following adjustments:

- Liabilities in respect of put options (note 19 and 20) have decreased by £22.3 million at 31 December 2019 (2018: £34.0 million) and a charge of £10.8 million in 2019 (2018: £8.5 million) recognised in the consolidated income statement within the revaluation and retranslation of financial instruments (note 6). Other reserves on the consolidated balance sheet increased by £59.6 million at 31 December 2019 (2018: £51.5 million);
- Payments due to vendors (earnout agreements) (note 20) have decreased by £10.1 million at 31 December 2019 (2018: £13.9 million) and a charge of £2.7 million in 2019 (2018: £32.1 million) recognised in the consolidated income statement within the revaluation and retranslation of financial instruments (note 6). Goodwill on the consolidated balance sheet decreased by £60.1 million at 31 December 2019 (2018: £70.2 million);
- The goodwill impairment charge (note 3) decreased by £7.4 million in 2018, as a result of the above adjustments that decreased goodwill and payments due to vendors (earnout agreements) on the consolidated balance sheet;
- These changes also decreased the opening retained earnings balance as at 1 January 2019 by £73.8 million.

The restatements described in this note resulted in an increase in the basic and diluted earnings per share from continuing and discontinued operations of 18.6p and 18.4p, respectively, for the year ended 31 December 2019 (2018: decrease of 19.1p and 18.9p, respectively).

The restatements described above have been repeated in full from the Form 20-F/A for fiscal year 2019 that we filed with the SEC on 12 February 2021 and have been retained to ensure consistency with the consolidated financial statements for the year ended 31 December 2020 filed in the UK.

Impact of Covid-19 on critical judgements and estimation uncertainty

The critical judgements and estimation uncertainty in applying accounting policies are set out on pages F-13 and F-14, however Covid-19 has had the most significant impact on the below areas of estimation uncertainty.

Impairment of goodwill:
Given the Covid-19 pandemic, impairment indicators such as a decline in revenue less pass-through costs forecasts, and downturns in the global economy and the advertising industry were identified in 2020. As such, the Group performed impairment tests over goodwill and intangible assets with indefinite useful lives. In performing the impairment tests, estimates are required in regard to the discount rates, long-term growth rates and the level of cash flows during the five-year projection period, which involves judgement on the duration and shape of the recovery from Covid-19. Further details of the goodwill impairment charge are outlined in note 14.

Expected credit losses:
Under IFRS 9 Financial Instruments, the expected credit losses are measured as the difference between the asset's gross carrying amount and the present value of discounted estimated future cash flows. As a result of the Covid-19 pandemic on the Group's clients, estimates of future cash flows from clients involve significant judgement. The Group performed a detailed review of trade receivables, work in progress and accrued income at 31 December 2020, focusing on significant individual clients along with the industry and country in which the clients operate where there is increased risk due to the pandemic. The Group's approach to expected credit losses is outlined in note 18.

Payments due to vendors (earnout agreements) and liabilities in respect of put options:
When measuring the liabilities for earnouts and put options, estimates are required regarding discount rates and growth rates in determining future financial performance, which involves judgement on the duration and shape of the recovery from Covid-19 in this period. Further details on growth rates, discount rates and the sensitivity to these estimates are set out in note 26.

Government support
In reaction to the Covid-19 pandemic, certain governments have introduced measures to assist companies. A reduction to operating costs is recorded in relation to government subsidies/schemes where these amounts will never have to be repaid. Further details of such amounts are included in note 3. In other cases, this involves the deferral of certain tax payments in order to stimulate the economy. The deferral of payments does not impact the income statement and these are charged as normal in the period they are incurred.

Goodwill and other intangible assets
Intangible assets comprise goodwill, certain acquired separable corporate brand names, acquired customer relationships, acquired proprietary tools and capitalised computer software not integral to a related item of hardware.

Goodwill represents the excess of fair value attributed to investments in businesses or subsidiary undertakings over the fair value of the underlying net assets, including intangible assets, at the date of their acquisition.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, defined as the higher of fair value less costs to sell and value in use. The net present value of future cash flows is derived from the underlying assets using a projection period of up to five years for each cash-generating unit. After the projection period, a steady growth rate representing an appropriate long-term growth rate for the industry is applied. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Corporate brand names, customer relationships and proprietary tools acquired as part of acquisitions of businesses are capitalised separately from goodwill as intangible assets if their value can be measured reliably on initial recognition and it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group.

Certain corporate brands of the Group are considered to have an indefinite economic life because of the institutional nature of the corporate brand names, their proven ability to maintain market leadership and profitable operations over long periods of time and the Group's commitment to develop and enhance their value. The carrying value of these intangible assets is reviewed at least annually for impairment and adjusted to the recoverable amount if required.

Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life as follows:

- brand names (with finite lives) – 10-20 years;
- customer-related intangibles – 3-10 years;
- other proprietary tools – 3-10 years;
- other (including capitalised computer software) – 3-5 years.

Contingent consideration
Contingent consideration is accounted for in accordance with IFRS 3 Business Combinations. Contingent

consideration only applies to situations where contingent payments are not dependent on future employment of vendors and any such payments are expensed when they relate to future employment.

Future anticipated payments to vendors in respect of contingent consideration (earnout agreements) are initially recorded at fair value which is the present value of the expected cash outflows of the obligations. The obligations are dependent on the future financial performance of the interests acquired (typically over a four- to five-year period following the year of acquisition) and assume the operating companies improve profits in line with Directors' estimates. The Directors derive their estimates from internal business plans together with financial due diligence performed in connection with the acquisition.

Subsequent adjustments to the fair value are recorded in the consolidated income statement within revaluation and retranslation of financial instruments.

Property, plant and equipment

Property, plant and equipment are shown at cost less accumulated depreciation and any provision for impairment with the exception of freehold land which is not depreciated. The Group assesses the carrying value of its property, plant and equipment to determine if any impairment has occurred. Where this indicates that an asset may be impaired, the Group applies the requirements of IAS 36 Impairment of Assets in assessing the carrying amount of the asset. This process includes comparing its recoverable amount with its carrying value. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset on a straight-line basis over its estimated useful life, as follows:

- freehold buildings – 50 years;
- leasehold land and buildings – over the term of the lease or life of the asset, if shorter;
- fixtures, fittings and equipment – 3-10 years;
- computer equipment – 3-5 years.

Interests in associates and joint ventures

An associate is an entity over which the Group has significant influence. In certain circumstances, significant influence may be represented by factors other than ownership and voting rights, such as representation on the Board of Directors.

The Group's share of the profits less losses of associate undertakings net of tax, interest and non-controlling interests is included in the consolidated income statement and the Group's share of net assets is shown within interests in associates in the consolidated balance sheet. The Group's share of the profits less losses and net assets is based on current information produced by the undertakings, adjusted to conform with the accounting policies of the Group.

The Group assesses the carrying value of its associate undertakings to determine if any impairment has occurred. Where this indicates that an investment may be impaired, the Group applies the requirements of IAS 36 in assessing the carrying amount of the investment. This process includes comparing its recoverable amount with its carrying value. The recoverable amount is defined as the higher of fair value less costs to sell and value in use.

The Group accounts for joint venture investments under the equity method which is consistent with the Group's treatment of associates.

Other investments

Certain equity investments are designated as either fair value through other comprehensive income or fair value through profit or loss. Movements in fair value through profit or loss are recorded in the consolidated income statement within revaluation of financial instruments.

The Group generally elects to classify equity investments as fair value through other comprehensive income where the Group forms a strategic partnership with the investee.

Non-current Assets Held for Sale and Discontinued Operations

Under IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, where certain conditions are met, an asset or disposal group that is for sale is recognised as "held for sale". The Group has classified a disposal group as held for sale if the carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets and its sale must be highly probable. Such assets are measured at the lower of carrying amount and fair value less costs to sell, and are not depreciated or amortised, excluding certain assets that are carried at fair value under IFRS 5. Furthermore, when an associate is classified as held for sale, equity accounting ceases.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The profit or loss from a discontinued operation is shown as a single amount on the face of the income statement and the comparatives and related notes restated accordingly. This represents total post-tax profit of the disposal group for the whole of the financial year including any post-tax gain or loss on the measurement of fair value less costs to sell, as well as the post-tax loss on sale of the disposal group. Assets and liabilities classified as held for sale are shown as a separate line on the balance sheet.

Accrued and Deferred Income

Accrued income is a contract asset and is recognised when a performance obligation has been satisfied but has not yet been billed. Contract assets are transferred to receivables when the right to consideration is unconditional and billed per the terms of the contractual agreement.

In certain cases, payments are received from customers or amounts are billed with an unconditional right to receive consideration prior to satisfaction of performance obligations and recognised as deferred income. These balances are considered contract liabilities and are typically related to prepayments for third-party expenses that are incurred shortly after billing.

Trade receivables and work in progress

Trade receivables are stated net of provisions for bad and doubtful debts.

Work in progress includes outlays incurred on behalf of clients, including production costs, and other third-party costs that have not yet been billed and are considered receivables under IFRS 15 Revenue from Contracts with Customers.

Expected credit losses

The Group has applied the simplified approach to measuring expected credit losses, as permitted by IFRS 9 Financial Instruments. Under this approach, the Group utilises a provision matrix based on the age of the trade receivables and historical loss rates to determine the expected credit losses. Where relevant, the Group also considers forward looking information. Therefore the Group does not track changes in credit risk, but recognises a loss allowance based on the financial asset's lifetime expected credit loss.

Under IFRS 9, the expected credit losses are measured as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. Given the short-term nature of the Group's trade receivables, work in progress and accrued income, which are mainly due from large national or multinational companies, the Group's assessment of expected credit losses includes provisions for specific clients and receivables where the contractual cash flow is deemed at risk. Additional provisions are made based on the assessment of recoverability of aged receivables, where the following criteria are met:

- 100% of the asset aged over one year;
- 50% of the asset aged between 180 days and one year; and
- sufficient evidence of recoverability is not evident.

Further details on provisions for bad and doubtful debts are provided in note 18.

Foreign currency and interest rate hedging

The Group's policy on interest rate and foreign exchange rate management sets out the instruments and methods available to hedge interest and currency risk exposures and the control procedures in place to ensure effectiveness.

The Group uses derivative financial instruments to reduce exposure to foreign exchange risk and interest rate movements. The Group does not hold or issue derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Note 26 contains details of the fair values of the derivative instruments used for hedging purposes.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss immediately, together with any changes in the fair value of the hedged item that is attributable to the hedged risk.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow or net investment hedges is recognised in other comprehensive income and deferred in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts deferred in equity are recycled in profit or loss in the periods when the hedged item is recognised in profit or loss. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to net profit or loss for the period.

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of host contracts and the host contracts are not carried at fair value with unrealised gains or losses reported in the consolidated income statement.

Liabilities in respect of option agreements

Option agreements that allow the Group's equity partners to require the Group to purchase a non-controlling interest are treated as derivatives over equity instruments and are recorded in the consolidated balance sheet initially at the present value of the redemption amount in accordance with IAS 32 Financial Instruments: Presentation and subsequently, the financial liability is measured in accordance with IFRS 9 Financial Instruments. Changes in the measurement of the financial liability due to the unwinding of the discount or changes in the amount that the Group could be required to pay are recognised in profit or loss within revaluation and retranslation of financial instruments in the consolidated income statement.

Derecognition of financial liabilities

In accordance with IFRS 9 Financial Instruments, a financial liability of the Group is only released to the consolidated income statement when the underlying legal obligation is extinguished.

Debt

Interest-bearing debt is recorded at the proceeds received, net of direct issue costs.

The Group's bank overdrafts are included in cash and cash equivalents where they are repayable on demand, are components of the Group's centralised treasury strategy employed across the Group and form an integral part of the Group's cash management, in accordance with IAS 7 Statement of Cash Flows.

Borrowing costs

Finance costs of borrowing are recognised in the consolidated income statement over the term of those borrowings.

Revenue recognition

The Group is a leading worldwide creative transformation organisation offering national and multinational clients a comprehensive range of communications, experience, commerce and technology services. Contracts often involve multiple agencies offering different services in different countries. As such, the terms of local, regional and global contracts can vary to meet client needs and regulatory requirements. Consistent with the industry, contracts are typically short-term in nature and tend to be cancellable by either party with 90 days' notice. The Group is generally entitled to payment for work performed to date.

The Group is generally paid in arrears for its services. Invoices are typically payable within 30 to 60 days. Revenue comprises commissions and fees earned in respect of amounts billed and is stated exclusive of VAT, sales taxes and trade discounts. Pass-through costs comprise fees paid to external suppliers when they are engaged to perform part or all of a specific project and are charged directly to clients, predominantly media costs. Costs to obtain a contract are typically expensed as incurred as the contracts are generally short-term in nature.

In most instances, promised services in a contract are not considered distinct or represent a series of services that are substantially the same with the same pattern of transfer to the customer and, as such, are accounted for as a single performance obligation. However, where there are contracts with services that are capable of being distinct, are distinct within the context of the contract, and are accounted for as separate performance obligations, revenue is allocated to each of the performance obligations based on relative stand-alone selling prices.

Revenue is recognised when a performance obligation is satisfied, in accordance with the terms of the contractual arrangement. Typically, performance obligations are satisfied over time as services are rendered. Revenue recognised over time is based on the proportion of the level of service performed. Either an input method or an output method, depending on the particular arrangement, is used to measure progress for each performance obligation. For most fee arrangements, costs incurred are used as an objective input measure of performance. The primary input of substantially all work performed under these arrangements is labour. There is normally a direct relationship between costs incurred and the proportion of the contract performed to date. In other circumstances relevant output measures, such as the achievement of any project milestones stipulated in the contract, are used to assess proportional performance.

For our retainer arrangements, we have a stand-ready obligation to perform services on an ongoing basis over the life of the contract. The scope of these arrangements are broad and generally are not reconcilable to another input or output criteria. In these instances, revenue is recognised using a time-based method resulting in straight-line revenue recognition.

The amount of revenue recognised depends on whether we act as an agent or as a principal. Certain arrangements with our clients are such that our responsibility is to arrange for a third party to provide a specified good or service to the client. In these cases we are acting as an agent as we do not control the relevant good or service before it is transferred to the client. When we act as an agent, the revenue recorded is the net amount retained. Costs incurred with external suppliers (such as production costs and media suppliers) are excluded from revenue and recorded as work in progress until billed.

The Group acts as principal when we control the specified good or service prior to transfer. When the Group acts as a principal (such as when supplying in-house production services, events and branding), the revenue recorded is the gross amount billed. Billings related to out-of-pocket costs such as travel are also recognised at the gross amount billed with a corresponding amount recorded as an expense.

Further details on revenue recognition are detailed by sector below.

Global Integrated Agencies

Revenue is typically derived from integrated product offerings including media placements and creative services. Revenue may consist of various arrangements involving commissions, fees, incentive-based revenue or a combination of the three, as agreed upon with each client. Revenue for commissions on purchased media is typically recognised at the point in time the media is run.

The Group receives volume rebates from certain suppliers for transactions entered into on behalf of clients that, based on the terms of the relevant contracts and local law, are either remitted to clients or retained by the Group. If amounts are passed on to clients they are recorded as liabilities until settled or, if retained by the Group, are recorded as revenue when earned.

Variable incentive-based revenue typically comprises both quantitative and qualitative elements. Incentive compensation is estimated using the most likely amount and is included in revenue up to the amount that is highly probable not to result in a significant reversal of cumulative revenue recognised. The Group recognises incentive revenue as the related performance obligation is satisfied.

Public Relations and Specialist Agencies

Revenue for these services is typically derived from retainer fees and fees for services to be performed subject to specific agreement. Most revenue under these arrangements is earned over time, in accordance with the terms of the contractual arrangement.

Discontinued operations (Data Investment Management)

Revenue for market research services is typically recognised over time based on input measures. For certain performance obligations, output measures such as the percentage of interviews completed, percentage of reports delivered to a client and the achievement of any project milestones stipulated in the contract are used to measure progress.

While most of the studies provided in connection with the Group's market research contracts are undertaken in response to an individual client's or group of clients' specifications, in certain instances a study may be developed as an off-the-shelf product offering sold to a broad client base. For these transactions, revenue is recognised when the product is delivered. When the terms of the transaction provide for licensing the right to access a product on a subscription basis, revenue is recognised over the subscription period, typically on a straight-line basis.

Taxation

Corporate taxes are payable on taxable profits at current rates. The tax expense represents the sum of the tax currently payable and deferred tax.

The Group is subject to corporate taxes in a number of different jurisdictions and judgement is required in determining the appropriate provision for transactions where the ultimate tax determination is uncertain. In such circumstances, the Group recognises liabilities for anticipated taxes based on the best information available and where the anticipated liability is both probable and estimable, liabilities are classified as current. Any interest and penalties accrued are included in corporate income taxes both in the consolidated income statement and balance sheet. Where the final outcome of such matters differs from the amount recorded, any differences may impact the income tax and deferred tax provisions in the period in which the final determination is made.

The tax laws that apply to the Group's subsidiaries may be amended by the relevant tax authorities. Such potential amendments are regularly monitored and adjustments are made to the Group's tax liabilities and deferred tax assets and liabilities where necessary.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences unless specifically excepted by IAS 12 Income Taxes. Deferred tax is charged or credited in the consolidated income statement, except when it relates to items charged or credited to other comprehensive income or directly to equity, in which case the deferred tax is also dealt with in other comprehensive income or equity. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, which can require the use of accounting estimation and the exercise of judgement. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or other assets and liabilities (other than in a business combination) in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on enacted or substantively enacted legislation.

Retirement benefit costs

The Group accounts for retirement benefit costs in accordance with IAS 19 Employee Benefits.

For defined contribution plans, contributions are charged to the consolidated income statement as payable in respect of the accounting period.

For defined benefit plans the amounts charged to operating profit are the current service costs, past service costs, administrative expenses and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the consolidated income statement when the related plan amendment occurs. Net interest expense is calculated by applying the discount rate to the recognised overall surplus or deficit in the plan.

Actuarial gains and losses are recognised immediately in the consolidated statement of comprehensive income.

Where defined benefit plans are funded, the assets of the plan are held separately from those of the Group, in separate independently managed funds. Pension plan assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high-quality corporate bond of equivalent currency and term to the plan liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date.

Recognition of a surplus in a defined benefit plan is limited based on the economic gain the Company is expected to benefit from in the future by means of a refund or reduction in future contributions to the plan, in accordance with IAS 19.

Provisions for liabilities and charges

Provisions comprise liabilities where there is uncertainty about the timing of settlement, but where a reliable estimate can be made of the amount. These include provisions for other property-related liabilities. Also included are other provisions, such as certain long-term employee benefits and legal claims, where the likelihood of settlement is considered probable.

Leases

The Group leases most of its offices in cities where it operates. Other lease contracts include office equipment and motor vehicles.

At inception of a contract, the Group assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any lease incentives received. The assets are depreciated over the term of the lease using the straight-line method. The lease term includes periods covered by an option to extend if the Group is reasonably certain to exercise that option.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate for the same term as the underlying lease. Lease payments included in the measurement of lease liabilities comprise fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate as at the commencement date. Lease modifications result in remeasurement of the lease liability.

Depreciation is recognised in both costs of services and general and administrative costs and interest expense is recognised under finance costs in the consolidated income statement.

The Group has elected to use the exemption not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (under $5,000). The payments associated with these leases are recognised as cost of services and general and administrative costs within the consolidated income statement on a straight-line basis over the lease term.

The Group assesses at the reporting date whether there are any indicators of impairment and performs an impairment test when an impairment indicator exists. The Group tests a right-of use asset as a stand-alone asset for impairment when it either meets the definition of investment property which generates independent cash flows or it is vacant with minimal to no continued utility for the Company. When a right-of-use asset is tested as a stand-alone asset, an impairment loss is recognised when the carrying amount of the right-of-use asset exceeds its recoverable amount. The recoverable amount of a right-of-use asset is estimated mainly based on the present value of the estimated sublease income, discounted using the property yield rates.

The property held by the Group as right-of-use assets to earn rentals is classified as investment property. The Company measures its investment property applying the cost model.

In 2018 leases were accounted for per IAS 17 Leases. The following policies were applicable:

Finance Leases

Assets held under finance leases are recognised as assets of the Group at the inception of the lease at the lower of their fair value and the present value of the minimum lease payments. Depreciation on leased assets is charged to the consolidated income statement on the same basis as owned assets. Leasing payments are treated as consisting of capital and interest elements and the interest is charged to the consolidated income statement as it is incurred.

Operating Leases

Operating lease rentals are charged to the consolidated income statement on a straight-line basis over the lease term. Any premium or discount on the acquisition of a lease is spread over the life of the lease on a straight-line basis.

Translation of foreign currencies

Foreign currency transactions arising from normal trading activities are recorded at the rates in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end are translated at the year-end exchange rate. Foreign currency gains and losses are credited or charged to the consolidated income statement as they arise.

The income statements of foreign subsidiary undertakings are translated into pounds sterling at average exchange rates and the year-end net assets of these companies are translated at year-end exchange rates.

Exchange differences arising from retranslation of the opening net assets and on foreign currency borrowings (to the extent that they hedge the Group's investment in such operations) are reported in the consolidated statement of comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Hyperinflation in Argentina

During 2020, 2019 and 2018, Argentina was designated as a hyperinflationary economy and the financial statements of the Group's subsidiaries in Argentina have been adjusted for the effects of inflation in accordance with IAS 29 Financial Reporting in Hyperinflationary Economies.

IAS 29 requires that the income statement is adjusted for inflation in the period and translated at the year-end foreign exchange rate and that non-monetary assets and liabilities on the balance sheet are restated to reflect the change in purchasing power caused by inflation from the date of initial recognition. In 2020, this resulted in an increase in goodwill of £22.6 million (2019: £41.0 million, 2018: £105.8 million), an increase in other intangibles of £5.3 million (2019: £7.1 million, 2018: £19.5 million), and an increase in property, plant and equipment of £19.3 million (2019: £10.7 million, 2018: £3.3 million). A consumer price index (CPI) of 385.9 was used at 31 December 2020 (2019: 283.4, 2018: 184.3). The impact on other non-monetary assets and liabilities and the impact on the Group's income statement in the year were immaterial.

Share-based payments

The Group issues equity-settled share-based payments (including share options) to certain employees and accounts for these awards in accordance with IFRS 2 Share-Based Payment. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. Details regarding the fair value of equity settled share-based transactions are set out in notes 23 and 27.

The fair value determined at the grant date is recognised in the consolidated income statement as an expense on a straight-line basis over the relevant vesting period, based on the Group's estimate of the number of shares that will ultimately vest and adjusted for the effect of non-market-based vesting conditions.

Critical judgements and estimation uncertainty in applying accounting policies

Management is required to make key decisions and judgements whilst acknowledging there is estimation uncertainty in the process of applying the Group's accounting policies. These estimates and judgements are reviewed on an ongoing basis. Where judgement has been applied or estimation uncertainty exists, the key factors taken into consideration are disclosed in the accounting policies and the appropriate note in these financial statements.

The most significant areas of estimation uncertainty include:

- Goodwill: the discounted cash flow methodology employed by the Group when testing for goodwill impairment requires estimates regarding revenue growth, operating margins, discount rates and working capital requirements. Further details of the methodology, discount rates, long-term growth rates and estimates used in relation to the goodwill impairment, and sensitivities to these estimates are set out in note 14;
- Payments due to vendors (earnout agreements) and liabilities in respect of put options: estimates are required regarding growth rates in deriving future financial performance and discount rates to be applied when measuring the liabilities for earnouts and put options. Further details on growth rates and discount rates and the sensitivity to these estimates are set out in note 26;
- Provision for post-employment benefits: estimates are required in the accounting for defined benefit pension plans, including establishing discount rates, rates of increase in salaries and pensions in payment, inflation and mortality assumptions. These estimates are made by management based on the advice of qualified advisors. Details of the assumptions used and the sensitivity of the benefit obligation to these assumptions are set out in note 24;
- Deferred consideration on the Kantar disposal: as per the terms of the Kantar disposal, deferred consideration consisted of amounts expected to be received in future periods on satisfaction of certain conditions and the deferral of consideration against services to be provided to Kantar in the future, as detailed in note 12. Estimates are required in determining amounts to be received and the value of services to be provided, taking into account uncertainty in the ultimate timing and resolution of each of these. The sensitivity to these estimates is specific to each individual circumstance and no individual estimate is expected to result in a material change to the amount recognised;
- Taxation: Estimates are required in determining whether a provision is required and, the amount of taxes that will be due, particularly given the many countries in which the Group operates. Where the final tax outcome is different from the amounts recorded, then such differences may expose the Group to additional tax liabilities or impact the carrying value of deferred tax assets, which would affect the future tax charge. Further details on the tax charge, corporate income tax payable and deferred tax balances are set out in the income statement, balance sheet and notes 7 and 17

The most significant areas of judgements include:

- Revenue recognition: judgement is required regarding the timing of recognition, particularly in relation to assessing progress on performance obligations where revenue is recognised over time. Further details are set out in the accounting policy.

Consolidated income statement

For the years ended 31 December 2020, 2019, 2018

	Notes	**2020 £m**	2019[1] £m	2018[1] £m
Continuing operations				
Revenue	2	**12,002.8**	13,234.1	13,046.7
Costs of services	3	**(9,987.9)**	(10,825.1)	(10,559.1)
Gross profit		**2,014.9**	2,409.0	2,487.6
General and administrative costs	3	**(4,293.0)**	(1,113.1)	(1,242.3)
Operating (loss)/profit		**(2,278.1)**	1,295.9	1,245.3
Share of results of associates	4	**(136.0)**	14.7	30.5
(Loss)/profit before interest and taxation		**(2,414.1)**	1,310.6	1,275.8
Finance and investment income	6	**82.7**	99.0	98.9
Finance costs	6	**(312.0)**	(359.1)	(279.1)
Revaluation and retranslation of financial instruments	6	**(147.2)**	163.8	(76.3)
(Loss)/profit before taxation		**(2,790.6)**	1,214.3	1,019.3
Taxation	7	**(129.3)**	(275.0)	(256.0)
(Loss)/profit for the year from continuing operations		**(2,919.9)**	939.3	763.3
Discontinued operations				
Profit for the year from discontinued operations	12	**16.4**	10.8	137.8
(Loss)/profit for the year		**(2,903.5)**	950.1	901.1
Attributable to				
Equity holders of the parent:				
Continuing operations		**(2,973.8)**	860.1	698.2
Discontinued operations		**6.5**	(3.8)	126.4
		(2,967.3)	856.3	824.6
Non-controlling interests:				
Continuing operations		**53.9**	79.2	65.1
Discontinued operations		**9.9**	14.6	11.4
		63.8	93.8	76.5
		(2,903.5)	950.1	901.1
Earnings per share from continuing and discontinued operations				
Basic earnings per ordinary share	9	**(242.7p)**	68.5p	66.1p
Diluted earnings per ordinary share	9	**(242.7p)**	67.9p	65.4p
Earnings per share from continuing operations				
Basic earnings per ordinary share	9	**(243.2p)**	68.8p	56.0p
Diluted earnings per ordinary share	9	**(243.2p)**	68.2p	55.4p

Notes
The accounting policies on pages F-4 to F-14 and the accompanying notes on pages F-20 to F-45 form an integral part of this consolidated income statement.
[1] Figures have been restated as described in the accounting policies.

Consolidated statement of comprehensive income

For the years ended 31 December 2020, 2019, 2018

	2020 £m	2019[1] £m	2018[1] £m
(Loss)/profit for the year	**(2,903.5)**	950.1	901.1
Items that may be reclassified subsequently to profit or loss			
Exchange adjustments on foreign currency net investments	**23.6**	(625.1)	284.0
Exchange adjustments recycled to the income statement on disposal of discontinued operations	**(20.6)**	(284.0)	–
	3.0	(909.1)	284.0
Items that will not be reclassified subsequently to profit or loss			
Actuarial gain/(loss) on defined benefit pension plans	**2.0**	(36.6)	8.9
Deferred tax on defined benefit pension plans	**7.4**	6.4	(0.7)
Movements on equity investments held at fair value through other comprehensive income	**(127.7)**	(141.4)	(247.9)
	(118.3)	(171.6)	(239.7)
Other comprehensive (loss)/income for the year	**(115.3)**	(1,080.7)	44.3
Total comprehensive (loss)/income for the year	**(3,018.8)**	(130.6)	945.4
Attributable to			
Equity holders of the parent:			
Continuing operations	**(3,066.1)**	180.0	697.7
Discontinued operations	**(12.6)**	(386.4)	162.2
	(3,078.7)	(206.4)	859.9
Non-controlling interests:			
Continuing operations	**50.5**	61.9	73.8
Discontinued operations	**9.4**	13.9	11.7
	59.9	75.8	85.5
	(3,018.8)	(130.6)	945.4

Notes
The accounting policies on pages F-4 to F-14 and the accompanying notes on pages F-20 to F-45 form an integral part of this consolidated statement of comprehensive income.
[1] Figures have been restated as described in the accounting policies.

Consolidated cash flow statement

For the years ended 31 December 2020, 2019, 2018

	Notes	**2020 £m**	2019 £m	2018 £m
Net cash inflow from operating activities	11	**2,054.8**	1,850.5	1,693.8
Investing activities				
Acquisitions	11	**(178.4)**	(161.3)	(283.7)
Disposal of investments and subsidiaries	11	**272.3**	2,141.0	833.9
Purchases of property, plant and equipment		**(218.3)**	(339.3)	(314.8)
Purchases of other intangible assets (including capitalised computer software)		**(54.4)**	(54.8)	(60.4)
Proceeds on disposal of property, plant and equipment		**11.2**	174.0	9.5
Net cash (outflow)/inflow from investing activities		**(167.6)**	1,759.6	184.5
Financing activities				
Repayment of lease liabilities		**(300.1)**	(249.8)	–
Share option proceeds		**–**	0.6	1.2
Cash consideration for non-controlling interests	11	**(80.6)**	(62.7)	(109.9)
Share repurchases and buybacks	11	**(290.2)**	(43.8)	(207.1)
Proceeds from issue of bonds	11	**915.5**	–	656.8
Repayment of borrowings	11	**(282.7)**	(1,713.2)	(1,097.4)
Financing and share issue costs		**(7.1)**	(6.4)	(3.8)
Equity dividends paid		**(122.0)**	(750.5)	(747.4)
Dividends paid to non-controlling interests in subsidiary undertakings		**(83.3)**	(96.2)	(106.2)
Net cash outflow from financing activities		**(250.5)**	(2,922.0)	(1,613.8)
Net increase in cash and cash equivalents		**1,636.7**	688.1	264.5
Translation of cash and cash equivalents		**(99.2)**	(89.7)	(61.5)
Cash and cash equivalents at beginning of year		**2,799.6**	2,201.2	1,998.2
Cash and cash equivalents including cash held in disposal group at end of year		**4,337.1**	2,799.6	2,201.2
Cash and cash equivalents held in disposal group presented as held for sale		**–**	(66.3)	–
Cash and cash equivalents at end of year	11	**4,337.1**	2,733.3	2,201.2

Note
The accounting policies on pages F-4 to F-14 and the accompanying notes on pages F-20 to F-45 form an integral part of this consolidated cash flow statement.

Consolidated balance sheet

At 31 December 2020, 2019, 2018

	Notes	**2020 £m**	2019[1] £m	2018[1] £m
Non-current assets				
Intangible assets:				
Goodwill	14	**7,388.8**	10,110.6	13,132.6
Other	14	**1,389.3**	1,468.8	1,842.0
Property, plant and equipment	15	**790.9**	876.0	1,083.0
Right-of-use assets	13	**1,504.5**	1,734.5	–
Interests in associates and joint ventures	16	**330.7**	813.0	796.8
Other investments	16	**387.3**	498.3	666.7
Deferred tax assets	17	**212.9**	187.9	153.0
Corporate income tax recoverable		**24.8**	–	–
Trade and other receivables	18	**156.2**	137.6	180.0
		12,185.4	15,826.7	17,854.1
Current assets				
Corporate income tax recoverable		**133.1**	165.4	198.7
Trade and other receivables	18	**10,972.3**	11,822.3	13,101.5
Cash and short-term deposits		**12,899.1**	11,305.7	11,065.8
		24,004.5	23,293.4	24,366.0
Assets classified as held for sale		**–**	485.3	–
		24,004.5	23,778.7	24,366.0
Current liabilities				
Trade and other payables	19	**(13,859.7)**	(14,188.1)	(15,021.9)
Corporate income tax payable		**(330.9)**	(499.9)	(545.9)
Short-term lease liabilities	13	**(323.8)**	(302.2)	–
Bank overdrafts, bonds and bank loans	21	**(8,619.2)**	(8,798.0)	(9,447.7)
		(23,133.6)	(23,788.2)	(25,015.5)
Liabilities associated with assets classified as held for sale		**–**	(170.4)	–
		(23,133.6)	(23,958.6)	(25,015.5)
Net current assets/(liabilities)		**870.9**	(179.9)	(649.5)
Total assets less current liabilities		**13,056.3**	15,646.8	17,204.6
Non-current liabilities				
Bonds and bank loans	21	**(4,975.5)**	(4,047.3)	(5,634.8)
Trade and other payables	20	**(313.5)**	(449.6)	(810.0)
Corporate income tax payable		**(1.3)**	–	–
Deferred tax liabilities	17	**(304.1)**	(379.8)	(479.5)
Provision for post-employment benefits	24	**(156.7)**	(159.0)	(184.3)
Provisions for liabilities and charges	22	**(306.3)**	(247.8)	(311.7)
Long-term lease liabilities	13	**(1,832.5)**	(1,947.5)	–
		(7,889.9)	(7,231.0)	(7,420.3)
Net assets		**5,166.4**	8,415.8	9,784.3
Equity				
Called-up share capital	27	**129.6**	132.8	133.3
Share premium account		**570.3**	570.3	569.7
Other reserves	28	**196.0**	(169.9)	962.4
Own shares		**(1,118.3)**	(1,178.7)	(1,255.7)
Retained earnings		**5,070.7**	8,689.9	8,950.2
Equity shareholders' funds		**4,848.3**	8,044.4	9,359.9
Non-controlling interests		**318.1**	371.4	424.4
Total equity		**5,166.4**	8,415.8	9,784.3

Notes
The accounting policies on pages F-4 to F-14 and the accompanying notes on pages F-20 to F-45 form an integral part of this consolidated balance sheet.
[1] Figures have been restated as described in the accounting policies.

Consolidated statement of changes in equity

For the years ended 31 December 2020, 2019, 2018

	Called-up share capital £m	Share premium account £m	Other reserves[1,2] £m	Own shares £m	Retained earnings[1] £m	Total equity shareholders' funds[1] £m	Non-controlling interests £m	Total[1] £m
Restated balance at 1 January 2018	**133.3**	**568.5**	**711.7**	**(1,171.1)**	**9,249.3**	**9,491.7**	**468.8**	**9,960.5**
Ordinary shares issued	–	1.2	–	–	–	1.2	–	1.2
Treasury share additions	–	–	–	(104.3)	–	(104.3)	–	(104.3)
Treasury share allocations	–	–	–	1.5	(1.5)	–	–	–
Profit for the year	–	–	–	–	824.6	824.6	76.5	901.1
Exchange adjustments on foreign currency net investments	–	–	275.0	–	–	275.0	9.0	284.0
Movements on equity investments held at fair value through other comprehensive income	–	–	–	–	(247.9)	(247.9)	–	(247.9)
Actuarial gain on defined benefit pension plans	–	–	–	–	8.9	8.9	–	8.9
Deferred tax on defined benefit pension plans	–	–	–	–	(0.7)	(0.7)	–	(0.7)
Other comprehensive income/(loss)	–	–	275.0	–	(239.7)	35.3	9.0	44.3
Total comprehensive income	–	–	275.0	–	584.9	859.9	85.5	945.4
Dividends paid	–	–	–	–	(747.4)	(747.4)	(106.2)	(853.6)
Non-cash share-based incentive plans (including share options)	–	–	–	–	84.8	84.8	–	84.8
Tax adjustment on share-based payments	–	–	–	–	(1.2)	(1.2)	–	(1.2)
Net movement in own shares held by ESOP Trusts	–	–	–	18.2	(121.0)	(102.8)	–	(102.8)
Recognition/remeasurement of financial instruments	–	–	(24.3)	–	10.4	(13.9)	–	(13.9)
Acquisition of subsidiaries[3]	–	–	–	–	(108.1)	(108.1)	(23.7)	(131.8)
Balance at 31 December 2018	**133.3**	**569.7**	**962.4**	**(1,255.7)**	**8,950.2**	**9,359.9**	**424.4**	**9,784.3**
Accounting policy change (IFRS 16)	–	–	–	–	(128.9)	(128.9)	–	(128.9)
Deferred tax on accounting policy change (IFRS 16)	–	–	–	–	27.8	27.8	–	27.8
Restated balance at 1 January 2019	**133.3**	**569.7**	**962.4**	**(1,255.7)**	**8,849.1**	**9,258.8**	**424.4**	**9,683.2**
Ordinary shares issued	–	0.6	–	–	–	0.6	–	0.6
Share cancellations	(0.5)	–	0.5	–	(47.7)	(47.7)	–	(47.7)
Treasury share allocations	–	–	–	1.0	(1.0)	–	–	–
Profit for the year	–	–	–	–	856.3	856.3	93.8	950.1
Exchange adjustments on foreign currency net investments	–	–	(607.1)	–	–	(607.1)	(18.0)	(625.1)
Exchange adjustments recycled to the income statement on disposal of discontinued operations	–	–	(284.0)	–	–	(284.0)	–	(284.0)
Movements on equity investments held at fair value through other comprehensive income	–	–	–	–	(141.4)	(141.4)	–	(141.4)
Actuarial loss on defined benefit pension plans	–	–	–	–	(36.6)	(36.6)	–	(36.6)
Deferred tax on defined benefit pension plans	–	–	–	–	6.4	6.4	–	6.4
Other comprehensive loss	–	–	(891.1)	–	(171.6)	(1,062.7)	(18.0)	(1,080.7)
Total comprehensive (loss)/income	–	–	(891.1)	–	684.7	(206.4)	75.8	(130.6)
Dividends paid	–	–	–	–	(750.5)	(750.5)	(96.2)	(846.7)
Non-cash share-based incentive plans (including share options)	–	–	–	–	71.4	71.4	–	71.4
Tax adjustment on share-based payments	–	–	–	–	3.1	3.1	–	3.1
Net movement in own shares held by ESOP Trusts	–	–	–	76.0	(76.0)	–	–	–
Recognition/remeasurement of financial instruments	–	–	10.6	–	13.1	23.7	–	23.7
Share purchases – close period commitments[4]	–	–	(252.3)	–	–	(252.3)	–	(252.3)
Acquisition of subsidiaries[3]	–	–	–	–	(56.3)	(56.3)	(32.6)	(88.9)
Restated balance at 31 December 2019	**132.8**	**570.3**	**(169.9)**	**(1,178.7)**	**8,689.9**	**8,044.4**	**371.4**	**8,415.8**
Share cancellations	(3.2)	–	3.2	–	(281.2)	(281.2)	–	(281.2)
Treasury share allocations	–	–	–	0.6	(0.6)	–	–	–
(Loss)/profit for the year	–	–	–	–	(2,967.3)	(2,967.3)	63.8	(2,903.5)
Exchange adjustments on foreign currency net investments	–	–	27.5	–	–	27.5	(3.9)	23.6
Exchange adjustments recycled to the income statement on disposal of discontinued operations	–	–	(20.6)	–	–	(20.6)	–	(20.6)
Movements on equity investments held at fair value through other comprehensive income	–	–	–	–	(127.7)	(127.7)	–	(127.7)
Actuarial gain on defined benefit pension plans	–	–	–	–	2.0	2.0	–	2.0
Deferred tax on defined benefit pension plans	–	–	–	–	7.4	7.4	–	7.4
Other comprehensive income/(loss)	–	–	6.9	–	(118.3)	(111.4)	(3.9)	(115.3)
Total comprehensive income/(loss)	–	–	6.9	–	(3,085.6)	(3,078.7)	59.9	(3,018.8)
Dividends paid	–	–	–	–	(122.0)	(122.0)	(83.3)	(205.3)
Non-cash share-based incentive plans (including share options)	–	–	–	–	74.4	74.4	–	74.4
Net movement in own shares held by ESOP Trusts	–	–	–	59.8	(64.9)	(5.1)	–	(5.1)
Recognition/remeasurement of financial instruments	–	–	103.5	–	(26.6)	76.9	–	76.9
Share purchases – close period commitments[3]	–	–	252.3	–	–	252.3	–	252.3
Acquisition of subsidiaries[3]	–	–	–	–	(112.7)	(112.7)	(29.9)	(142.6)
Balance at 31 December 2020	**129.6**	**570.3**	**196.0**	**(1,118.3)**	**5,070.7**	**4,848.3**	**318.1**	**5,166.4**

Notes

The accounting policies on pages F-4 to F-14 and the accompanying notes on pages F-20 to F-45 form integral part of this consolidated statement of changes in equity.

[1] Figures have been restated as described in the accounting policies.

[2] Other reserves are analysed in note 28.

[3] Acquisition of subsidiaries represents movements in retained earnings and non-controlling interests arising from changes in ownership of existing subsidiaries and recognition of non-controlling interests on new acquisitions.

[4] During 2019, the Company entered into an arrangement with a third party to conduct share buybacks on its behalf in the close period commencing on 2 January 2020 and ending on 27 February 2020, in accordance with UK listing rules. The commitment resulting from this agreement constitutes a liability at 31 December 2019, which is included in Trade and other payables: amounts falling due within one year and has been recognised as a movement in equity. As the close period ended on 27 February 2020 the movement in other reserves has been reversed in the year ended 31 December 2020.

Notes to the consolidated financial statements

1. General information

WPP plc is a company incorporated in Jersey. The address of the registered office is 13 Castle Street, St Helier, Jersey, JE1 1ES and the address of the principal executive office is Sea Containers, 18 Upper Ground, London, United Kingdom, SE1 9GL. The nature of the Group's operations and its principal activities are set out in note 2. These consolidated financial statements are presented in pounds sterling.

2. Segment information

The Group is a leading worldwide creative transformation organisation offering national and multinational clients a comprehensive range of communications, experience, commerce and technology services. Substantially all of the Group's revenue is from contracts with customers.

Reportable segments
Reported contributions were as follows:

Continuing operations – Income statement	Revenue[1]	Revenue less pass-through costs[2]	Headline operating profit[3]
	£m	£m	£m
2020			
Global Integrated Agencies	**9,302.5**	**7,318.5**	**967.8**
Public Relations	**892.9**	**854.4**	**141.3**
Specialist Agencies	**1,807.4**	**1,589.1**	**151.4**
	12,002.8		**1,260.5**
2019			
Global Integrated Agencies	10,205.2	8,108.1	1,219.5
Public Relations	956.5	898.0	140.6
Specialist Agencies	2,072.4	1,840.4	200.5
	13,234.1		1,560.6
2018			
Global Integrated Agencies	9,930.7	8,070.8	1,228.2
Public Relations	931.7	879.9	139.2
Specialist Agencies	2,184.3	1,925.0	283.8
	13,046.7		1,651.2

Notes
[1] Intersegment sales have not been separately disclosed as they are not material.
[2] Revenue less pass-through costs is revenue less media and other pass-through costs. Pass-through costs comprise fees paid to external suppliers where they are engaged to perform part or all of a specific project and are charged directly to clients, predominantly media costs. See note 3 to the consolidated financial statements for more details of the pass-through costs.
[3] A reconciliation from reported operating profit to headline operating profit is provided in note 31.

Continuing operations – Other information	Share-based payments	Capital additions[1]	Depreciation and amortisation[2]	Goodwill impairment[3]	Share of results of associates	Interests in associates and joint ventures
	£m	£m	£m	£m	£m	£m
2020						
Global Integrated Agencies	**55.0**	**201.6**	**408.9**	**1,820.1**	**17.7**	**154.0**
Public Relations	**8.0**	**15.5**	**32.8**	**161.5**	**1.3**	**6.4**
Specialist Agencies[4]	**11.4**	**55.5**	**100.2**	**841.3**	**(155.0)**	**170.3**
	74.4	**272.6**	**541.9**	**2,822.9**	**(136.0)**	**330.7**
2019						
Global Integrated Agencies	54.3	265.6	392.8	4.8	17.0	164.2
Public Relations	4.6	17.5	31.5	–	(0.3)	5.5
Specialist Agencies[4]	7.1	46.7	84.0	42.9	(2.0)	643.3
	66.0	329.8	508.3	47.7	14.7	813.0
2018						
Global Integrated Agencies	59.5	255.6	159.1	142.8	25.4	175.1
Public Relations	7.1	12.5	10.8	–	1.3	6.2
Specialist Agencies[4]	11.7	45.9	39.4	33.7	3.8	615.5
	78.3	314.0	209.3	176.5	30.5	796.8

Notes
[1] Capital additions include purchases of property, plant and equipment and other intangible assets (including capitalised computer software).
[2] Depreciation of property, plant and equipment, depreciation of right-of-use assets and amortisation of other intangible assets.
[3] Figures have been restated as described in the accounting policies
[4] Specialist Agencies includes the Kantar associates and amounts previously reported under the Data Investment Management segment.

2. Segment information (continued)

Contributions by geographical area were as follows:

Continuing operations	2020 £m	2019 £m	2018 £m
Revenue[1]			
North America[2]	**4,464.9**	4,854.7	4,851.7
United Kingdom	**1,637.0**	1,797.1	1,785.6
Western Continental Europe	**2,441.6**	2,628.8	2,589.6
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	**3,459.3**	3,953.5	3,819.8
	12,002.8	13,234.1	13,046.7
Revenue less pass-through costs[3]			
North America[2]	**3,743.4**	4,034.3	4,059.7
United Kingdom	**1,233.8**	1,390.1	1,393.8
Western Continental Europe	**2,019.4**	2,176.4	2,182.9
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	**2,765.4**	3,245.7	3,239.3
Headline operating profit[4]			
North America[2]	**611.9**	662.0	710.6
United Kingdom	**137.7**	188.5	179.6
Western Continental Europe	**198.7**	261.5	289.4
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	**312.2**	448.6	471.6
	1,260.5	1,560.6	1,651.2

Notes

[1] Intersegment sales have not been separately disclosed as they are not material.

[2] North America includes the United States with revenue of £4,216.1 million (2019: £4,576.5 million, 2018: £4,576.1 million), revenue less pass-through costs of £3,524.8 million (2019: £3,806.3 million, 2018: £3,836.0 million) and headline operating profit of £563.7 million (2019: £620.6 million, 2018: £674.4 million).

[3] Revenue less pass-through costs is revenue less media and other pass-through costs. Pass-through costs comprise fees paid to external suppliers where they are engaged to perform part or all of a specific project and are charged directly to clients, predominantly media costs. See note 3 to the consolidated financial statements for more details of the pass-through costs.

[4] A reconciliation from operating profit to headline operating profit is provided in note 31.

Continuing operations	2020 £m	2019[1] £m
Non-current assets[2]		
North America[3]	**4,962.1**	6,812.6
United Kingdom	**1,488.7**	1,743.3
Western Continental Europe	**2,745.0**	3,417.2
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	**2,767.1**	3,665.7
	11,962.9	15,638.8

Notes

[1] Figures have been restated as described in the accounting policies

[2] Non-current assets excluding financial instruments and deferred tax.

[3] North America includes the United States with non-current assets of £4,609.0 million (2019: £6,354.7 million).

3. Costs of services and general and administrative costs

Continuing operations	2020 £m	2019 £m	2018[1] £m
Costs of services	**9,987.9**	10,825.1	10,559.1
General and administrative costs	**4,293.0**	1,113.1	1,242.3
	14,280.9	11,938.2	11,801.4

3. Costs of services and general and administrative costs (continued)

Costs of services and general and administrative costs include:

Continuing operations	2020 £m	2019 £m	2018[1] £m
Staff costs (note 5)	**6,556.5**	7,090.6	6,950.6
Establishment costs	**638.5**	672.9	756.6
Media pass-through costs	**1,555.2**	1,656.2	1,458.0
Other costs of services and general and administrative costs[2]	**5,530.7**	2,518.5	2,636.2
	14,280.9	11,938.2	11,801.4

Included within costs of services and general administrative costs are the following:

Continuing operations	2020 £m	2019 £m	2018[1] £m
Goodwill impairment (note 14)	**2,822.9**	47.7	176.5
Investment and other write-downs	**296.2**	7.5	2.0
Restructuring and transformation costs	**80.7**	153.5	265.5
Restructuring costs in relation to Covid-19	**232.5**	–	–
Litigation settlement	**25.6**	(16.8)	–
Gain on sale of freehold property in New York	**–**	(7.9)	–
Amortisation and impairment of acquired intangible assets	**89.1**	121.5	201.8
Amortisation of other intangible assets	**35.2**	21.2	20.7
Depreciation of property, plant and equipment	**174.8**	185.5	188.6
Depreciation of right-of-use assets	**331.9**	301.6	–
Losses on sale of property, plant and equipment	**0.3**	3.2	0.6
Gains on disposal of investments and subsidiaries	**(7.8)**	(40.4)	(237.9)
Gains on remeasurement of equity interests arising from a change in scope of ownership	**(0.6)**	(0.4)	(2.0)
Net foreign exchange losses/(gains)	**5.9**	6.1	(13.0)
Short-term lease expense	**36.7**	83.8	–
Low-value lease expense	**2.3**	2.9	–

Notes

[1] Figures have been restated as described in the accounting policies.

[2] Other costs of services and general and administrative costs include £685.6 million (2019: £731.4 million, 2018: £713.0 million) of other pass-through costs.

In 2020, operating profit includes credits totalling £46.3 million (2019: £26.9 million, 2018: £25.6 million) relating to the release of excess provisions and other balances established in respect of acquisitions completed prior to 2019. Further details of the Group's approach to acquisition reserves, as required by IFRS 3 Business Combinations, are given in note 29.

Amortisation and impairment of acquired intangibles in 2020 includes an impairment charge in the year of £21.6 million (2019: £26.5 million, 2018: £89.1 million) in regard to certain brand names that are no longer in use and customer relationships where the underlying clients have been lost.

Further details of the goodwill impairment charge of £2,822.9 million are provided in note 14. In 2019, the goodwill impairment charge of £47.7 million relates to a number of under-performing businesses in the Group where the impact of past, local economic conditions and trading circumstances on these businesses was sufficiently severe to indicate impairment to the carrying value of goodwill. In 2018, the goodwill impairment charge of £176.5 million primarily relates to a charge of £142.8 million on VMLY&R.

Investment and other write-downs of £296.2 million primarily relate to the impairment of certain investments in associates, including £255.6 million in relation to Imagina in Spain. Further details of the Group's impairment review are provided in note 14.

Gains on disposal of investments and subsidiaries of £40.4 million in 2019 include a gain of £28.6 million on the disposal of the Group's interest in Chime. Gains on disposal of investments and subsidiaries of £237.9 million in 2018 include a gain of £185.3 million on the disposal of the Group's interest in Globant S.A.

3. Costs of services and general and administrative costs (continued)

Restructuring costs in relation to Covid-19 of £232.5 million primarily relate to severance and property costs which the Group undertook in response to the Covid-19 pandemic. As management continues to assess the impact of Covid-19 on long-term working practices and the Group's real estate portfolio, further impairments may occur in the future.

Restructuring and transformation costs of £80.7 million (2019: £153.5 million, 2018: £265.5 million) are in relation to the continuing restructuring plan, first outlined on the Investor Day in December 2018. As part of that plan, restructuring actions have been taken to right-size under-performing businesses, address high-cost severance markets and simplify operational structures. Further restructuring and transformation costs will be incurred in 2021.

Total impairment charges included in restructuring costs of £196.7 million consist of £147.6 million within restructuring costs in relation to Covid-19 and £49.1 million within restructuring and transformation costs. These impairment charges include £117.0 million in relation to right-of-use assets and £79.7 million of related property, plant and equipment, arising from the Group's reassessment of its property requirements as a result of effective remote working practises during the Covid-19 pandemic and continued focus on campuses.

In 2020, a provision of £25.6 million was made for potential legal settlements. In 2019, the Group received £16.8 million in settlement of a class action lawsuit against Comscore Inc. for providing materially false and misleading information regarding their company and its financial performance.

In 2020, the Group received £77.1 million of aid from governments around the world in relation to the Covid-19 pandemic, predominantly in Western Continental Europe and Asia Pacific, which is included as a credit in other staff costs.

In March 2019, the Group entered into a sale and leaseback agreement for its office space at 3 Columbus Circle in New York. The Group sold the freehold for proceeds of £159.0 million and simultaneously entered into a 15-year lease. The net gain recognised from the sale and leaseback is £7.9 million.

Auditors' remuneration:

	2020 £m	2019 £m	2018 £m
Fees payable to the Company's auditors for the audit of the Company's annual accounts	**1.9**	1.5	1.4
The audit of the Company's subsidiaries pursuant to legislation	**22.9**	28.0	25.2[1]
Other services pursuant to legislation	**4.5**	5.0	4.2
Fees payable to the auditors pursuant to legislation	**29.3**	34.5	30.8
Audit-related services[2]	**1.1**	8.2	4.7
Tax compliance services	**0.1**	–	0.1
Total other fees	**1.2**	8.2	4.8
Total fees	**30.5**	42.7	35.6

Notes
[1] Includes a true-up of £3.5 million.
[2] Audit-related services include audits for earnout purposes.

4. Share of results of associates

Share of results of associates includes:

Continuing operations	**2020 £m**	2019 £m	2018 £m
Share of profit before interest and taxation	**142.5**	99.2	110.8
Share of exceptional losses	**(146.1)**	(47.8)	(41.5)
Share of interest and non-controlling interests	**(91.4)**	(19.4)	(15.1)
Share of taxation	**(41.0)**	(17.3)	(23.7)
	(136.0)	14.7	30.5

Share of exceptional losses of £146.1 million (2019: £47.8 million, 2018: £41.5 million) primarily comprise £54.3 million (2019: £5.3 million, 2018 £nil) of amortisation and impairment of acquired intangible assets as well as restructuring and one-off transaction costs of £89.3 million (2019: £20.3 million, 2018: £nil) within Kantar.

5. Our people

Our staff numbers, including the Kantar disposal group up to the date of disposal, averaged 104,163 for the year ended 31 December 2020 against 132,823 in 2019 and 133,903 in 2018. Their geographical distribution was as follows:

	2020	2019	2018
North America	**21,524**	25,008	25,990
United Kingdom	**10,670**	14,192	14,331
Western Continental Europe	**21,551**	26,973	26,825
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	**50,418**	66,650	66,757
	104,163	132,823	133,903

Their reportable segment distribution was as follows:

	2020	2019	2018
Global Integrated Agencies	**79,937**	82,295	83,015
Data Investment Management	**1,341**	26,325	27,813
Public Relations	**6,810**	6,890	6,891
Specialist Agencies	**16,075**	17,313	16,184
	104,163	132,823	133,903

At the end of 2020, staff numbers were 99,830 (2019: 106,786, 2018: 134,281).

Staff costs include:

Continuing operations	**2020 £m**	2019 £m	2018 £m
Wages and salaries	**4,781.0**	4,946.2	4,828.0
Cash-based incentive plans	**110.7**	227.6	233.0
Share-based incentive plans	**74.4**	66.0	78.3
Social security costs	**570.9**	591.7	579.0
Pension costs	**171.7**	169.7	160.9
Severance	**68.2**	42.6	30.0
Other staff costs[1]	**779.6**	1,046.8	1,041.4
	6,556.5	7,090.6	6,950.6

Note
[1] Freelance and temporary staff costs are included in other staff costs.

Compensation for key management personnel includes:

	2020 £m	2019 £m	2018 £m
Short-term employee benefits	**17.9**	18.3	3.5
Pensions and other post-retirement benefits	**1.0**	1.0	0.4
Share-based payments	**10.3**	10.8	3.8
	29.2	30.1	7.7

Key management personnel comprises the Board and the Executive Committee. The Executive Committee was established in 2019 therefore is not included in the 2018 figures above.

6. Finance and investment income, finance costs and revaluation and retranslation of financial instruments

Finance and investment income includes:

Continuing operations	**2020 £m**	2019 £m	2018 £m
Income from equity investments	**8.7**	18.3	15.2
Interest income	**74.0**	80.7	83.7
	82.7	99.0	98.9

Finance costs include:

Continuing operations	**2020 £m**	2019 £m	2018 £m
Net interest expense on pension plans	**2.9**	3.5	3.6
Interest on other long-term employee benefits	**3.1**	3.9	3.5
Interest expense and similar charges[1]	**205.0**	252.0	272.0
Interest expense related to lease liabilities	**101.0**	99.7	–
	312.0	359.1	279.1

6. Finance and investment income, finance costs and revaluation and retranslation of financial instruments (continued)

Revaluation and retranslation of financial instruments include:

Continuing operations	2020 £m	2019[2] £m	2018[2] £m
Movements in fair value of treasury instruments	**15.4**	0.4	(11.0)
Premium on the early repayment of bonds	**–**	(63.4)	–
Revaluation of investments held at fair value through profit or loss	**8.0**	9.1	67.8
Revaluation of put options over non-controlling interests	**12.3**	(24.3)	25.9
Revaluation of payments due to vendors (earnout agreements)	**13.4**	(3.7)	46.1
Retranslation of financial instruments	**(196.3)**	245.7	(205.1)
	(147.2)	163.8	(76.3)

Notes

[1] Interest expense and similar charges are payable on bank overdrafts, bonds and bank loans held at amortised cost.

[2] Figures have been restated as described in the accounting policies.

The majority of the Group's long-term debt is represented by $1,563 million of US dollar bonds at an average interest rate of 4.06%, €3,600 million of Eurobonds at an average interest rate of 2.05% and £650 million of Sterling bonds at an average interest rate of 3.21%.

Average borrowings under the US Dollar Revolving Credit Facilities (note 10) amounted to the equivalent of nil (2019: $72 million at an average interest rate of 1.11%).

Average borrowings under the Australian Dollar Revolving Credit Facilities amounted to A$151 million at an average rate of 2.06% (2019: A$310 million at an average rate of 2.95%).

Average borrowings under the US Commercial Paper Programme for 2020 amounted to $2 million at an average interest rate of 1.66% inclusive of margin (2019: $41 million at an average interest rate of 2.46% inclusive of margin).

Average borrowings under the Euro Commercial Paper Programme for 2020 amounted to nil (2019: £255 million at an average interest rate of 1.16% inclusive of currency swaps).

7. Taxation

In 2020, the effective tax rate on (loss)/profit before taxation was -4.6% (2019: 22.6%, 2018: 25.1%)

The tax charge comprises:

Continuing operations	2020 £m	2019 £m	2018 £m
Corporation tax			
Current year	**310.0**	423.0	404.2
Prior years	**(83.2)**	(63.4)	(108.1)
	226.8	359.6	296.1
Deferred tax			
Current year	**(80.2)**	(78.3)	(41.5)
Prior years	**(17.3)**	(6.3)	1.4
	(97.5)	(84.6)	(40.1)
Tax charge	**129.3**	275.0	256.0

The corporation tax credit for prior years in 2020, 2019, and 2018, mainly comprises the release of a number of provisions following the resolution of tax matters in various countries.

7. Taxation (continued)

The tax charge for the year can be reconciled to (loss)/profit before taxation in the consolidated income statement as follows:

Continuing operations	2020 £m	2019[1] £m	2018[1] £m
(Loss)/profit before taxation	**(2,790.6)**	1,214.3	1,019.3
Tax at the corporation tax rate of 19.0%[2]	**(530.2)**	230.7	193.7
Tax effect of share of results of associates	**16.2**	(2.7)	(5.8)
Irrecoverable withholding taxes	**49.4**	44.7	48.9
Items that are not deductible in determining taxable profit	**69.2**	41.5	34.1
Goodwill impairment	**542.4**	10.4	33.1
Effect of different tax rates in subsidiaries operating in other jurisdictions	**92.7**	77.1	71.2
US Transition Tax related to unremitted foreign earnings	**–**	–	(4.6)
Origination and reversal on unrecognised temporary differences	**(29.3)**	(3.4)	5.1
Tax losses not recognised or utilised in the year	**21.1**	13.2	19.9
Utilisation of tax losses not previously recognised	**(1.7)**	(42.7)	(25.5)
Recognition of temporary differences not previously recognised	**–**	(24.1)	(7.4)
Net release of prior year provisions in relation to acquired businesses	**(1.7)**	(19.9)	(20.4)
Other prior year adjustments	**(98.8)**	(49.8)	(86.3)
Tax charge	**129.3**	275.0	256.0
Effective tax rate on (loss)/profit before tax	**(4.6%)**	22.6%	25.1%

Notes

[1] Figures have been restated as described in the accounting policies.

[2] As the Group is subject to the tax rates of more than one country, it has chosen to present its reconciliation of the tax charge using the UK corporation tax rate of 19.0% (2019: 19.0%, 2018: 19.0%).

Factors affecting the tax charge in future years

The tax charge may be affected by the impact of acquisitions, disposals and other corporate restructurings, the resolution of open tax issues, and the ability to use brought forward tax losses. Changes in local or international tax rules, for example, as a consequence of the financial support programmes implemented by governments during the Covid-19 pandemic, changes arising from the application of existing rules or challenges by tax or competition authorities, may expose the Group to additional tax liabilities or impact the carrying value of deferred tax assets, which could affect the future tax charge.

Liabilities relating to open and judgemental matters are based upon an assessment of whether the tax authorities will accept the position taken, after taking into account external advice where appropriate. Where the final tax outcome of these matters is different from the amounts which were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. The Group does not currently consider that judgements made in assessing tax liabilities have a significant risk of resulting in any material additional charges or credits in respect of these matters, within the next financial year, beyond the amounts already provided.

In the UK Budget on 3 March 2021, the Chancellor of the Exchequer announced an increase in the UK corporation tax rate from 19% to 25%, which is due to be effective from 1 April 2023. This change was not substantively enacted at the balance sheet date and hence has not been reflected in the measurement of deferred tax balances at the period end. This change is not expected to have a material impact on the Group's deferred tax balances.

Tax risk management

We maintain constructive engagement with the tax authorities and relevant government representatives, as well as active engagement with a wide range of international companies and business organisations with similar issues. We engage advisors and legal counsel to obtain opinions on tax legislation and principles. We have a Tax Risk Management Strategy in place which sets out the controls established and our assessment procedures for decision making and how we monitor tax risk. We monitor proposed changes in taxation legislation and ensure these are taken into account when we consider our future business plans. Our Directors are informed by management of any tax law changes, the nature and status of any significant ongoing tax audits, and other developments that could materially affect the Group's tax position.

8. Ordinary dividends

Amounts recognised as distributions to equity holders in the year:

	2020	2019	2018	2020	2019	2018
Per share	Pence per share			**£m**	£m	£m
2019 Final dividend	–	37.30p	37.30p	–	466.4	464.6
2020 Interim dividend	**10.00p**	22.70p	22.70p	**122.0**	284.1	282.8
	10.00p	60.00p	60.00p	**122.0**	750.5	747.4

Proposed final dividend for the year ended 31 December 2020:

	2020	2019	2018
Per share	Pence per share		
Final dividend	**14.00p**	–	37.3p

The payment of dividends will not have any tax consequences for the Group.

Final dividends are paid in the subsequent year to which they relate. The 2019 final dividend which was due to be paid in 2020 was cancelled to protect liquidity in light of the threat from Covid-19 at that time.

9. Earnings per share

Basic EPS

The calculation of basic EPS is as follows:

Continuing operations	2020	2019[1]	2018[1]
Earnings[2] (£m)	**(2,973.8)**	860.1	698.2
Weighted average shares used in basic EPS calculation (m)	**1,223.0**	1,250.0	1,247.8
EPS	**(243.2p)**	68.8p	56.0p

Discontinued operations	2020	2019	2018
Earnings[2] (£m)	**6.5**	(3.8)	126.4
Weighted average shares used in basic EPS calculation (m)	**1,223.0**	1,250.0	1,247.8
EPS	**0.5p**	(0.3p)	10.1p

Continuing and discontinued operations	2020	2019[1]	2018[1]
Earnings[2] (£m)	**(2,967.3)**	856.3	824.6
Weighted average shares used in basic EPS calculation (m)	**1,223.0**	1,250.0	1,247.8
EPS	**(242.7p)**	68.5p	66.1p

Notes

[1] Earnings figures have been restated as described in the accounting policies.

[2] Earnings is equivalent to (loss)/profit for the year attributable to equity holders of the parent.

Diluted EPS

The calculation of diluted EPS is as follows:

Continuing operations	2020	2019[1]	2018[1]
Diluted earnings (£m)	**(2,973.8)**	860.1	698.2
Weighted average shares used in diluted EPS calculation (m)[2]	**1,223.0**	1,260.6	1,261.2
Diluted EPS	**(243.2p)**	68.2p	55.4p

Discontinued operations	2020	2019	2018
Diluted earnings (£m)	**6.5**	(3.8)	126.4
Weighted average shares used in diluted EPS calculation (m)[2]	**1,223.0**	1,260.6	1,261.2
Diluted EPS	**0.5p**	(0.3p)	10.0p

Continuing and discontinued operations	2020	2019[1]	2018[1]
Diluted earnings (£m)	**(2,967.3)**	856.3	824.6
Weighted average shares used in diluted EPS calculation (m)[2]	**1,223.0**	1,260.6	1,261.2
Diluted EPS	**(242.7p)**	67.9p	65.4p

Notes

[1] Earnings figures have been restated as described in the accounting policies.

[2] The weighted average shares used in the basic EPS calculation for 2020 has also been used for diluted EPS due to the anti-dilutive effect of the weighted average shares calculated for the diluted EPS calculation.

Diluted EPS has been calculated based on the diluted earnings amounts above. At 31 December 2020, options to purchase 14.2 million ordinary shares (2019: 19.3 million, 2018: 16.9 million) were outstanding, but were excluded from the computation of diluted earnings per share because the exercise prices of these options were greater than the average market price of the Group's shares and, therefore, their inclusion would have been accretive.

9. Earnings per share (continued)

A reconciliation between the shares used in calculating basic and diluted EPS is as follows:

	2020 m	2019 m	2018 m
Weighted average shares used in basic EPS calculation	**1,223.0**	1,250.0	1,247.8
Dilutive share options outstanding	–	0.3	1.6
Other potentially issuable shares	**13.0**	10.3	11.8
Weighted average shares used in diluted EPS calculation	**1,236.0**	1,260.6	1,261.2

At 31 December 2020 there were 1,296,080,242 (2019: 1,328,167,813, 2018: 1,332,678,227) ordinary shares in issue, including 70,748,100 treasury shares (2019: 70,787,730, 2018: 70,854,553).

10. Sources of finance

The following table summarises the equity and debt financing of the Group, and changes during the year:

	Shares		Debt	
Analysis of changes in financing	**2020 £m**	2019 £m	**2020 £m**	2019 £m
Beginning of year	**703.1**	703.0	**4,272.9**	6,217.9
Ordinary shares issued	**–**	0.6	**–**	–
Share cancellations	**(3.2)**	(0.5)	**–**	–
Net increase/(decrease) in drawings on bank loans and corporate bonds	**–**	–	**632.8**	(1,713.2)
Amortisation of financing costs included in debt	**–**	–	**7.5**	10.3
Changes in fair value due to hedging arrangements	**–**	–	**(1.4)**	14.3
Other movements	**–**	–	**(7.1)**	1.5
Exchange adjustments	**–**	–	**128.0**	(257.9)
End of year	**699.9**	703.1	**5,032.7**	4,272.9

Note

The table above excludes bank overdrafts which fall within cash and cash equivalents for the purposes of the consolidated cash flow statement.

Shares

At 31 December 2020, the Company's share base was entirely composed of ordinary equity share capital and share premium of £699.9 million (2019: £703.1 million), further details of which are disclosed in note 27.

Debt

US$ bonds The Group has in issue $500 million of 3.625% bonds due September 2022, $750 million of 3.75% bonds due September 2024, $93 million of 5.125% bonds due September 2042 and $220 million of 5.625% bonds due November 2043.

Eurobonds During the year, the Group issued €750 million of 2.375% bonds due May 2027. The Group also has in issue €750 million of 3.0% bonds due November 2023, €500 million of 1.375% bonds due March 2025, €750 million of 2.25% bonds due September 2026, €600 million of 1.625% bonds due March 2030, and €250 million of Floating Rate Notes carrying a coupon of 3m EURIBOR +0.45% due March 2022.

Sterling bonds During the year, the Group issued £250 million of 3.750% bonds due May 2032. The Group also has in issue £400 million of 2.875% bonds due September 2046.

Revolving Credit Facility The Group has a five-year Revolving Credit Facility of $2.5 billion due March 2025, signed in March 2019 and extended in February 2020. The Group's borrowing under these facilities, which are drawn down predominantly in pounds sterling, averaged the equivalent of $nil in 2020.

At 31 December 2020, the Group's subsidiary, WPP AUNZ had a A$150 million Revolving Credit Facility due June 2020 and a A$270 million Revolving Credit Facility due June 2021. In August 2020, the A$150 million Revolving Credit Facility was extended to August 2021 and the A$270 million Revolving Credit Facility was extended to August 2023. The Group's borrowings under the Australian dollar facilities which were drawn down in Australian dollars and New Zealand dollars, averaged the equivalent of A$151 million in 2020.

The Group had available undrawn committed credit facilities of £2,023.2 million at 31 December 2020 (2019: £2,005.6 million).

Borrowings under the $2.5 billion Revolving Credit Facility are governed by certain financial covenants based on the results and financial position of the Group. Borrowings under the A$150 million Revolving Credit Facility and the A$270 million Revolving Credit Facility are governed by certain financial covenants based on the results and financial position of WPP AUNZ.

10. Sources of finance (continued)

The $2.5 billion Revolving Credit Facility, due March 2025, includes terms which require the consent of the majority of the lenders if a proposed merger or consolidation of the Company would alter its legal personality or identity.

In February 2021, the $2.5 billion Revolving Credit Facility was extended to March 2026.

Commercial paper programmes
The Group operates commercial paper programmes using its Revolving Credit Facility as a backstop. The average US commercial paper outstanding in 2020 was $2 million (2019: $41 million). The average Euro commercial paper outstanding in 2020 was £nil (2019: £255 million) inclusive of the effect of currency swaps. There was no US or Euro commercial paper outstanding at 31 December 2020.

The following table is an analysis of future anticipated cash flows in relation to the Group's debt, on an undiscounted basis which, therefore, differs from the fair value and carrying value:

	2020 £m	2019[1] £m
Within one year	**(182.2)**	(324.8)
Between one and two years	**(725.6)**	(204.0)
Between two and three years	**(795.7)**	(692.1)
Between three and four years	**(649.1)**	(726.3)
Between four and five years	**(528.2)**	(634.2)
Over five years	**(3,387.1)**	(2,761.9)
Debt financing (including interest) under the Revolving Credit Facility and in relation to unsecured loan notes	**(6,267.9)**	(5,343.3)
Short-term overdrafts – within one year	**(8,562.0)**	(8,572.4)
Future anticipated cash flows	**(14,829.9)**	(13,915.7)
Effect of discounting/financing rates	**1,235.2**	1,070.4
Debt financing	**(13,594.7)**	(12,845.3)

Note
[1] Figures have been restated as described in the accounting policies.

Analysis of fixed and floating rate debt by currency including the effect of interest rate and cross-currency swaps:

2020 Currency		£m	Fixed rate[1]	Floating basis	Period (months)[1]
$	– fixed	1,585.1	4.06	n/a	70
£	– fixed	1,094.1	3.21	n/a	167
€	– fixed	2,104.6	2.2	n/a	79
	– floating	223.9	n/a	EURIBOR	15
Other		25.0	n/a	n/a	n/a
		5,032.7			

2019 Currency		£m	Fixed rate[1]	Floating basis	Period (months)[1]
$	– fixed	1,178.2	4.06	n/a	95
£	– fixed	844.1	2.73	n/a	188
€	– fixed	1,777.7	2.34	n/a	82
	– floating	423.3	n/a	EURIBOR	16
Other		49.6	n/a	n/a	n/a
		4,272.9			

Note
[1] Weighted average. These rates do not include the effect of gains on interest rate swap terminations that are written to income over the life of the original instrument.

10. Sources of finance (continued)

The following table is an analysis of future undiscounted anticipated cash flows in relation to the Group's financial derivatives, which include interest rate swaps, forward contracts and other foreign exchange swaps assuming interest rates and foreign exchange rates as at 31 December:

	Financial liabilities		Financial assets	
2020	Payable £m	Receivable £m	Payable £m	Receivable £m
Within one year	201.7	195.4	102.3	98.2
Between one and two years	11.6	6.2	17.8	13.6
Between two and three years	41.9	35.7	449.2	461.2
Between three and four years	11.6	6.3	–	–
Between four and five years	449.8	466.3	–	–
Over five years	–	–	–	–
	716.6	**709.9**	**569.3**	**573.0**

	Financial liabilities		Financial assets	
2019	Payable £m	Receivable £m	Payable £m	Receivable £m
Within one year	113.6	107.8	44.0	45.0
Between one and two years	17.5	10.9	–	–
Between two and three years	11.8	6.2	–	–
Between three and four years	11.6	6.1	–	–
Between four and five years	11.6	6.1	–	–
Over five years	449.8	456.3	–	–
	615.9	**593.4**	**44.0**	**45.0**

11. Analysis of cash flows

The following tables analyse the items included within the main cash flow headings on page F-17.

Net cash from operating activities:

	2020 £m	2019[1] £m	2018[1] £m
(Loss)/profit for the year	**(2,903.5)**	950.1	901.1
Taxation	**131.5**	353.8	323.9
Revaluation and retranslation of financial instruments	**147.2**	(154.4)	72.8
Finance costs	**312.3**	376.4	289.3
Finance and investment income	**(82.8)**	(102.6)	(104.8)
Share of results of associates	**136.0**	(21.2)	(43.5)
Goodwill impairment on classification as held for sale	**–**	94.5	–
Gain on sale of discontinued operations	**(10.0)**	(73.8)	–
Attributable tax expense on sale of discontinued operations	**1.9**	157.4	–
Adjustments for:			
Non-cash share-based incentive plans (including share options)	**74.4**	71.4	84.8
Depreciation of property, plant and equipment	**174.8**	203.2	225.1
Depreciation of right-of-use assets	**331.9**	317.9	–
Impairment charges included within restructuring costs	**196.7**	–	–
Impairment of goodwill	**2,822.9**	47.7	176.5
Amortisation and impairment of acquired intangible assets	**89.1**	135.6	280.0
Amortisation of other intangible assets	**35.2**	29.6	38.7
Investment and other write-downs	**296.2**	7.5	2.0
Gains on disposal of investments and subsidiaries	**(7.8)**	(45.1)	(235.5)
Gains on remeasurement of equity interests arising from a change in scope of ownership	**(0.6)**	(0.4)	(2.0)
Gain on sale of freehold property in New York	**–**	(7.9)	–
Losses on sale of property, plant and equipment	**0.3**	3.2	0.6
Decrease/(increase) in trade receivables and accrued income	**585.2**	159.0	(298.9)
Increase in trade payables and deferred income	**195.0**	394.7	500.9
Decrease/(increase) in other receivables	**123.3**	(263.8)	(52.9)
Decrease in other payables – short-term	**(36.6)**	(16.4)	(31.8)
(Decrease)/increase in other payables – long-term	**(44.3)**	53.7	0.4
Increase in provisions	**15.6**	23.1	48.0
Corporation and overseas tax paid	**(371.5)**	(536.0)	(383.6)
Payment on early settlement of bonds	**–**	(63.4)	–
Interest and similar charges paid	**(173.9)**	(270.6)	(252.8)
Interest paid on lease liabilities	**(98.5)**	(105.1)	–
Interest received	**73.6**	80.8	90.4
Investment income	**8.7**	18.3	15.4
Dividends from associates	**32.5**	33.3	49.7
Net cash inflow from operating activities	**2,054.8**	1,850.5	1,693.8

Note
[1] Figures have been restated as described in the accounting policies.

11. Analysis of cash flows (continued)

Acquisitions and disposals:

	2020 £m	2019 £m	2018 £m
Initial cash consideration	**(32.8)**	(3.9)	(126.7)
Cash and cash equivalents acquired	**–**	–	11.3
Earnout payments	**(115.2)**	(130.2)	(120.2)
Purchase of other investments (including associates)	**(30.4)**	(27.2)	(48.1)
Acquisitions	**(178.4)**	(161.3)	(283.7)
Proceeds on disposal of investments and subsidiaries[1]	**320.0**	2,468.5	849.0
Cash and cash equivalents disposed	**(47.7)**	(327.5)	(15.1)
Disposals of investments and subsidiaries	**272.3**	2,141.0	833.9
Cash consideration for non-controlling interests	**(80.6)**	(62.7)	(109.9)
Net acquisition payments and disposal proceeds	**13.3**	1,917.0	440.3

Note
[1] Proceeds on disposal of investments and subsidiaries includes return of capital from investments in associates.

Share repurchases and buybacks:

	2020 £m	2019 £m	2018 £m
Purchase of own shares by ESOP Trusts	**(5.1)**	–	(102.8)
Shares purchased into treasury	**(285.1)**	(43.8)	(104.3)
Net cash outflow	**(290.2)**	(43.8)	(207.1)

Proceeds from issue of bonds:

	2020 £m	2019 £m	2018 £m
Proceeds from issue of €750 million bonds	**665.5**	–	–
Proceeds from issue of £250 million bonds	**250.0**	–	–
Proceeds from issue of €250 million bonds	**–**	–	218.8
Proceeds from issue of €500 million bonds	**–**	–	438.0
Net cash inflow	**915.5**	–	656.8

Repayment of borrowings:

	2020 £m	2019 £m	2018 £m
Decrease in drawings on bank loans	**(59.6)**	(70.6)	(819.3)
Repayment of €250 million bonds	**(223.1)**	–	–
Repayment of €600 million bonds	**–**	(512.7)	–
Repayment of $812 million bonds	**–**	(618.8)	–
Partial repayment of $272 million bonds	**–**	(135.4)	(20.8)
Partial repayment of $450 million bonds	**–**	(176.2)	(37.3)
Repayment of £200 million bonds	**–**	(199.5)	–
Repayment of €252 million bonds	**–**	–	(220.0)
Net cash outflow	**(282.7)**	(1,713.2)	(1,097.4)

Cash and cash equivalents:

	2020 £m	2019[1] £m	2018[1] £m
Cash at bank and in hand	**10,075.0**	10,442.1	10,433.4
Short-term bank deposits	**2,824.1**	863.6	632.4
Overdrafts[2]	**(8,562.0)**	(8,572.4)	(8,864.6)
	4,337.1	2,733.3	2,201.2

Notes
[1] Figures have been restated as described in the accounting policies.
[2] Bank overdrafts are included in cash and cash equivalents because they form an integral part of the Group's cash management.

The Group considers that the carrying amount of cash and cash equivalents approximates their fair value.

12. Assets held for sale and discontinued operations

In July 2019, the Group announced the proposed sale of its Kantar business to Bain Capital. On 5 December 2019 the first stage of the transaction completed, consisting of approximately 90% of the Kantar group, with consideration of £2,140.2 million after tax and disposal costs. The sale involved the Group disposing of the Kantar business and holding 40% equity stakes post-transaction which are treated as associates. This generated a pre-tax gain of £73.8 million, tax charge of £157.4 million and goodwill impairment of £94.5 million for the Group. In 2020, the remaining stages of the transaction completed with total consideration of £236.1 million after tax and disposal costs. This generated a pre-tax gain of £10.0 million and a tax charge of £1.9 million.

Under IFRS 5 Non-current Assets Held for Sale and Discontinued Operations where certain conditions are met, an asset or disposal group that has been put up for sale should be recognised as "held for sale". The criterion was met on 9 July 2019, following Board approval of the disposal of Kantar to Bain Capital, representing the date at which the appropriate level of management was committed to a plan to sell the disposal group. The Kantar disposal group therefore became held for sale on this date.

The Kantar group is classified as a discontinued operation in 2019 and 2020 under IFRS 5, as it forms a separate major line of business and there was a single co-ordinated plan to dispose of it.

Results of the discontinued operations, which have been included in profit for the year, were as follows:

	2020 £m	2019 £m	2018 £m
Revenue	**107.4**	2,387.5	2,555.7
Costs of services	**(92.3)**	(1,951.5)	(2,104.4)
Gross profit	**15.1**	436.0	451.3
General and administrative costs	**(4.4)**	(151.7)	(257.8)
Operating profit	**10.7**	284.3	193.5
Share of results of associates	–	6.5	13.0
Profit before interest and taxation	**10.7**	290.8	206.5
Finance and investment income	**0.1**	3.6	5.4
Finance costs	**(0.3)**	(17.3)	(9.7)
Revaluation and retranslation of financial instruments	–	(9.4)	3.5
Profit before taxation	**10.5**	267.7	205.7
Attributable tax expense	**(2.2)**	(78.8)	(67.9)
Profit after taxation	**8.3**	188.9	137.8
Goodwill impairment on classification as held for sale[1]	–	(94.5)	–
Gain on sale of discontinued operations	**10.0**	73.8	–
Attributable tax expense on sale of discontinued operations	**(1.9)**	(157.4)	–
Net gain attributable to discontinued operations	**16.4**	10.8	137.8
Attributable to			
Equity holders of the parent	**6.5**	(3.8)	126.4
Non-controlling interests[2]	**9.9**	14.6	11.4
	16.4	10.8	137.8

Notes

[1] In 2019, goodwill impairment of £94.5 million arose from the assessment of fair value less costs to sell under IFRS 5.

[2] In 2020, non-controlling interests includes £9.3 million recognised on the disposal of Kantar within WPP Scangroup, a 56% owned subsidiary of the Group.

For the year ended 31 December 2020, the Kantar group contributed £30.8 million (2019: £322.9 million, 2018: £292.5 million) to the Group's net operating cash flows, paid £0.9 million (2019: £53.2 million, 2018: £59.5 million) in respect of investing activities and paid £0.7 million (2019: £27.2 million, 2018: £7.9 million) in respect of financing activities.

12. Assets held for sale and discontinued operations (continued)

The gain on sale of discontinued operations disposed by 31 December 2020 is calculated as follows:

	2020 £m	2019 £m
Intangible assets (including goodwill)	**162.5**	2,410.0
Property, plant and equipment	**15.1**	115.7
Right-of-use assets	**27.2**	103.5
Interests in associates and joint ventures	**4.6**	92.3
Other investments	–	11.5
Deferred tax assets	**6.1**	44.1
Corporate income tax recoverable	**16.9**	49.8
Trade and other receivables	**170.3**	748.8
Cash and cash equivalents	**32.2**	324.9
Trade and other payables	**(141.6)**	(839.8)
Corporate income tax payable	**(5.6)**	(48.2)
Lease liabilities	**(23.2)**	(106.3)
Deferred tax liabilities	**(1.3)**	(98.6)
Provisions for post-employment benefits	**(7.9)**	(26.7)
Provisions for liabilities and charges	**(0.6)**	(22.4)
Net assets	**254.7**	2,758.6
Non-controlling interests	**(6.1)**	(19.1)
Net assets excluding non-controlling interests	**248.6**	2,739.5
Consideration received in cash and cash equivalents	**240.9**	2,352.1
Re-investment in equity stake[1]	–	231.7
Transaction costs	**(4.5)**	(56.1)
Deferred consideration[2]	**1.6**	1.6
Total consideration received	**238.0**	2,529.3
Loss on sale before exchange adjustments	**(10.6)**	(210.2)
Exchange adjustments recycled to the income statement	**20.6**	284.0
Gain on sale of discontinued operation	**10.0**	73.8

Notes

[1] Re-investment in equity stake represents the value of the Group's 40% stake in the new Kantar group as part of the disposal.

[2] Deferred consideration in 2019 is made up of £79.6 million expected to be received in future periods on the satisfaction of certain conditions and the deferral of £78.0 million consideration against services the Group will supply to Kantar on favourable terms in the future. The conditions expected to be met in the future include the settlement of ongoing legal cases, realisation of the value of certain investments and the utilisation of certain tax losses and allowances. There was uncertainty at the date of disposal in regard to the ultimate resolution of these items and estimates of amounts due to be received were required to be made; there were no individually material estimates. Future services provided by the Group to Kantar arose through the negotiation of Transition Service Arrangements, as is customary for a disposal of this magnitude. The Group will support Kantar for a period of up to four years, primarily in the area of IT, on terms which are favourable to the disposal group. As such, an element of consideration has been deferred and will be recognised as the services are provided.

13. Leases

The movements in 2020 and 2019 were as follows:

Right-of-use assets	Land and buildings[1] £m	Plant and machinery £m	Total £m
1 January 2019	1,862.5	32.6	1,895.1
Additions	348.1	16.5	364.6
Transfers to net investment in subleases[2]	(37.6)	–	(37.6)
Disposals	(31.0)	(0.6)	(31.6)
Depreciation of right-of-use assets	(301.5)	(16.4)	(317.9)
Transfer to disposal group classified as held for sale	(134.4)	(3.7)	(138.1)
31 December 2019	1,706.1	28.4	1,734.5
Additions	233.0	35.0	268.0
Disposals	(40.5)	(1.9)	(42.4)
Depreciation of right-of-use assets	(312.1)	(19.8)	(331.9)
Impairment charges included in restructuring costs	(117.0)	–	(117.0)
Other write-downs	(8.1)	–	(8.1)
Exchange adjustments	0.4	1.0	1.4
31 December 2020	**1,461.8**	**42.7**	**1,504.5**

Notes

[1] For the year ended 31 December 2020 and 2019, the Company has £67.9 million and £27.4 million of right-of-use assets that are classified as investment property, respectively.

[2] The sublease of certain office space is classified as a finance lease and relates primarily to Kantar business units that were sold. The Company de-recognised the right-of-use asset (to the extent that it is subject to the sublease) and recognised the net investment in subleases, which is included within trade and other receivables. No other disclosures are deemed necessary as it is not material.

Lease liabilities	Land and buildings £m	Plant and machinery £m	Total £m
1 January 2019	2,294.4	31.8	2,326.2
Additions	325.9	12.3	338.2
Interest expense related to lease liabilities (net)	101.5	1.2	102.7
Disposals	(27.5)	(0.2)	(27.7)
Repayment of lease liabilities (including interest)	(326.2)	(14.9)	(341.1)
Transfer to disposal group classified as held for sale	(144.7)	(3.9)	(148.6)
31 December 2019	2,223.4	26.3	2,249.7
Additions	226.9	37.1	264.0
Interest expense related to lease liabilities (net)	96.8	1.7	98.5
Disposals	(49.4)	(1.7)	(51.1)
Repayment of lease liabilities (including interest)	(379.1)	(19.5)	(398.6)
Exchange adjustments	(6.8)	0.6	(6.2)
31 December 2020	**2,111.8**	**44.5**	**2,156.3**

The following table shows the breakdown of the lease expense between amounts charged to operating profit and amounts charged to finance costs:

Continuing operations	**2020 £m**	2019 £m
Depreciation of right-of-use assets:		
Land and buildings	**(312.1)**	(286.5)
Plant and machinery	**(19.8)**	(15.1)
Impairment charges	**(125.1)**	–
Short-term lease expense	**(36.7)**	(83.8)
Low-value lease expense	**(2.3)**	(2.9)
Variable lease expense	**(65.4)**	(74.2)
Sublease income	**25.3**	17.5
Charge to operating profit	**(536.1)**	(445.0)
Interest expense related to lease liabilities	**(101.0)**	(99.7)
Charge to profit before taxation for leases	**(637.1)**	(544.7)

Variable lease payments primarily include real estate taxes and insurance costs.

13. Leases (continued)

The maturity of lease liabilities at 31 December 2020 were as follows:

	2020 £m	2019 £m
Within one year	**412.3**	385.9
Between one and two years	**357.7**	384.0
Between two and three years	**309.0**	335.4
Between three and four years	**255.3**	283.0
Between four and five years	**209.9**	220.5
Over five years	**1,238.9**	1,393.7
	2,783.1	3,002.5
Effect of discounting	**(626.8)**	(752.8)
Lease liability at end of year	**2,156.3**	2,249.7
Short-term lease liability	**323.8**	302.2
Long-term lease liability	**1,832.5**	1,947.5

The total committed future cash flows for leases not yet commenced at 31 December 2020 is £674.3 million.

The Group does not face a significant liquidity risk with regard to its lease liabilities. Refer to note 25 for management of liquidity risk.

14. Intangible assets

Goodwill

The movements in 2020 and 2019 were as follows:

	£m[1]
Cost	
1 January 2019	14,051.9
Additions[2]	8.5
Revision of earnout estimates	(14.1)
Disposals	(18.6)
Transfer to disposal group classified as held for sale	(2,729.1)
Exchange adjustments	(410.0)
31 December 2019	10,888.6
Additions[2]	40.1
Revision of earnout estimates	(2.8)
Disposals	(24.6)
Exchange adjustments	(94.0)
31 December 2020	**10,807.3**
Accumulated impairment losses and write-downs	
1 January 2019	919.3
Impairment on classification as held for sale[3]	70.9
Impairment losses for the year	47.7
Transfer to disposal group classified as held for sale	(230.6)
Exchange adjustments	(29.3)
31 December 2019	778.0
Impairment losses for the year	2,822.9
Exchange adjustments	(182.4)
31 December 2020	**3,418.5**
Net book value	
31 December 2020	**7,388.8**
31 December 2019	10,110.6
1 January 2019	13,132.6

Notes

[1] Figures have been restated as described in the accounting policies.

[2] Additions represent goodwill arising on the acquisition of subsidiary undertakings including the effect of any revisions to fair value adjustments that had been determined provisionally at the immediately preceding balance sheet date, as permitted by IFRS 3 Business Combinations. The effect of such revisions was not material in either year presented.

[3] Goodwill impairment of £70.9 million arose from the assessment of fair value less costs to sell of the Kantar group on classification as held for sale under IFRS 5.

14. Intangible assets (continued)

Other intangible assets

The movements in 2020 and 2019 were as follows:

	Brands with an indefinite useful life £m	Acquired intangibles £m	Other £m	Total £m
Cost				
1 January 2019	1,132.8	2,610.0	437.3	4,180.1
Additions	–	–	43.2	43.2
Disposals	–	(3.4)	(41.0)	(44.4)
New acquisitions	–	3.5	–	3.5
Other movements[1]	–	–	(1.4)	(1.4)
Exchange adjustments	(41.4)	(28.2)	(9.9)	(79.5)
Transfer to disposal group classified as held for sale	–	(979.0)	(115.9)	(1,094.9)
31 December 2019	**1,091.4**	**1,602.9**	**312.3**	**3,006.6**
Additions	–	–	54.3	54.3
Disposals	–	(21.5)	(74.8)	(96.3)
New acquisitions	–	4.8	0.2	5.0
Other movements[1]	–	5.7	13.1	18.8
Exchange adjustments	(19.5)	(22.2)	(4.8)	(46.5)
31 December 2020	**1,071.9**	**1,569.7**	**300.3**	**2,941.9**
Amortisation and impairment				
1 January 2019	–	2,015.2	322.9	2,338.1
Charge for the year	13.2	116.8	29.6	159.6
Disposals	–	(1.6)	(37.7)	(39.3)
Other movements	–	–	2.6	2.6
Exchange adjustments	–	(15.2)	(9.1)	(24.3)
Transfer to disposal group classified as held for sale	–	(835.9)	(63.0)	(898.9)
31 December 2019	**13.2**	**1,279.3**	**245.3**	**1,537.8**
Charge for the year	–	88.5	35.2	123.7
Disposals	–	(17.4)	(72.0)	(89.4)
Other movements	–	5.7	5.4	11.1
Exchange adjustments	(0.4)	(26.9)	(3.3)	(30.6)
31 December 2020	**12.8**	**1,329.2**	**210.6**	**1,552.6**
Net book value				
31 December 2020	**1,059.1**	**240.5**	**89.7**	**1,389.3**
31 December 2019	1,078.2	323.6	67.0	1,468.8
1 January 2019	1,132.8	594.8	114.4	1,842.0

Note

[1] Other movements in acquired intangibles include revisions to fair value adjustments arising on the acquisition of subsidiary undertakings that had been determined provisionally at the immediately preceding balance sheet date, as permitted by IFRS 3 Business Combinations.

Cash-generating units (CGUs) with significant goodwill and brands with an indefinite useful life as at 31 December are:

	Goodwill		Brands with an indefinite useful life	
	2020 £m	2019[1] £m	**2020 £m**	2019 £m
GroupM	**2,953.7**	2,921.7	**–**	–
Wunderman Thompson	**949.4**	2,121.9	**403.9**	409.7
VMLY&R	**411.9**	901.0	**193.4**	199.1
Ogilvy	**782.0**	758.6	**206.5**	211.1
Burson Cohn & Wolfe	**591.1**	739.3	**128.8**	130.2
Other	**1,700.7**	2,668.1	**126.5**	128.1
	7,388.8	10,110.6	**1,059.1**	1,078.2

Note

[1] Figures have been restated as described in the accounting policies.

14. Intangible assets (continued)

Other goodwill represents goodwill on a large number of CGUs, none of which is individually significant in comparison to the total carrying value of goodwill. Separately identifiable brands with an indefinite life are carried at historical cost in accordance with the Group's accounting policy for intangible assets. The carrying values of the other brands with an indefinite useful life are not individually significant in comparison with the total carrying value of brands with an indefinite useful life.

Acquired intangible assets at net book value at 31 December 2020 include brand names of £172.8 million (2019: £218.6 million), customer-related intangibles of £67.1 million (2019: £100.6 million), and other assets (including proprietary tools) of £0.6 million (2019: £4.4 million).

The total amortisation and impairment of acquired intangible assets of £89.1 million (2019: £121.5 million) includes an impairment charge of £21.6 million (2019: £26.5 million) comprising £13.5 million in regard to certain brand names that are no longer in use, and £8.1 million in regard to customer relationships where the underlying clients have been lost. £16.4 million of the impairment charge relates to the Global Integrated Agencies segment, and £5.2 million relates to the Specialist Agencies segment. In addition, the total amortisation and impairment of acquired intangible assets includes £0.6 million (2019: £5.6 million) in relation to associates.

In accordance with the Group's accounting policy, the carrying values of goodwill and intangible assets with indefinite useful lives are reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. The impairment review is undertaken annually on 30 September. Given the Covid-19 pandemic, impairment indicators such as a decline in revenue less pass-through costs forecasts, and downturns in the global economy and the advertising industry were identified in the first half of 2020. As such, the Group performed an impairment test over goodwill and intangible assets with indefinite useful lives as at 30 June 2020. Given the continued impact of Covid-19, an additional impairment test was performed as of 31 December 2020.

Under IFRS, an impairment charge is required for both goodwill and other indefinite-lived assets when the carrying amount exceeds the "recoverable amount", defined as the higher of fair value less costs to sell and value in use. The review assessed whether the carrying value of goodwill and intangible assets with indefinite useful lives was supported by the value in use determined as the net present value of future cash flows.

Due to the significant number of CGUs, the impairment test was performed in two steps. In the first step, the recoverable amount was calculated for each CGU using the latest available forecasts for 2020 and/or 2021, nil growth rate thereafter (2019: 3.0%) and a conservative pre-tax discount rate of 13.5% (2019: 8.5%). The pre-tax discount rate of 13.5% was above the rate calculated for the global networks of 12.5%. For smaller CGUs that operate primarily in a particular region subject to higher risk, the higher of 13.5% or 100 basis points above the regional discount rate was used in the first step.

The recoverable amount was then compared to the carrying amount, which includes goodwill, intangible assets, and other assets. CGUs where the recoverable amount exceeded the carrying amount were not considered to be impaired. Those CGUs where the recoverable amount did not exceed the carrying amount were then further reviewed in the second step.

In the second step, these CGUs were retested for impairment using more refined assumptions. This included using a CGU specific pre-tax discount rate and management forecasts for a projection period of up to five-years, followed by an assumed long-term growth rate of 2.0% (2019: 3.0%). If the recoverable amount using the more specific assumptions did not exceed the carrying value of a CGU, an impairment charge was recorded.

In developing the cash flows, we considered the impact of the Covid-19 pandemic to our businesses and adjusted projected revenue less pass-through costs and operating margins in 2020 and/or 2021 accordingly. For the remaining years in the projection period, we assessed when the cash flows would recover to 2019 levels as representative of pre-Covid-19 revenue less pass-through costs and operating margins. For many of our CGUs, recovery to 2019 levels by 2023 was estimated with some CGUs using alternative recovery profiles as considered appropriate.

The long-term growth rate is derived from management's best estimate of the likely long-term trading performance with reference to external industry reports and other relevant market trends. As at 31 December 2020, we have assessed long-term industry trends based on recent historical data including the long-term impact of Covid-19 and assumed a long-term growth rate of 2.0% (2019: 3.0%). Management have made the judgement that the long-term growth rate does not exceed the long-term average growth rate for the industry.

The discount rate uses the capital asset pricing model (CAPM) to derive the cost of equity along with an estimated cost of debt that is weighted by an appropriate capital structure to derive an indication of a weighted average cost of capital. The cost of equity is calculated based on long-term government bond yield, an estimate of the required premium for investment in equity relative to government securities and further considers the volatility associated with peer public companies relative to the market. The cost of debt reflects an estimated market yield for long-term debt

14. Intangible assets (continued)

financing after taking into account the credit profile of public peer companies in the industry. The capital structure used to weight the cost of equity and cost of debt has been derived from the observed capital structure of public peer companies.

Given market factors in the period, there has been an increase in the estimated cost of equity from previous years. This has been driven by increased levels of market uncertainty and volatility which is reflected in the market valuations for global advertising agencies. This has led to upward adjustments to the estimates for the equity risk premium as well as the applicable beta (ie, volatility of public peer companies relative to the market). Additionally, given the magnitude of the declines in our market capitalisation, the cost of equity reflects an increase in the size premium applicable to the Group, and a company specific risk premium to reflect implied market discount rates. This increase in the cost of equity, combined with an increase in the cost of debt as a result of increased corporate bond yields, resulted in the discount rates applied to our CGUs increasing relative to the prior year.

The pre-tax discount rate applied to the cash flow projections for the CGUs that operate globally was 12.5% (2019: 6.3% to 7.4%). We developed a global discount rate that takes into account the diverse nature of the operations, as these CGUs operate with a diverse range of clients in a range of industries throughout the world, hence are subject to similar levels of market risks. The pre-tax discount rates applied to the CGUs that have more regional specific operations ranged from 10.8% to 18.6% for the 30 June 2020 test, 11.3% to 14.4% for the 30 September 2020 test, and 11.2% to 13.6% for the 31 December 2020 test (2019: 4.1% to 13.6%).

Our approach in determining the recoverable amount utilises a discounted cash flow methodology, which necessarily involves making numerous estimates and assumptions regarding revenue less pass-through costs growth, operating margins, appropriate discount rates and working capital requirements. The key assumptions used for estimating cash flow projections in the Group's impairment testing are those relating to revenue less pass-through costs growth and operating margins. The key assumptions take account of the business' expectations for the projection period. These expectations consider the macroeconomic environment, industry and market conditions, the CGU's historical performance and any other circumstances particular to the unit, such as business strategy and client mix.

These estimates will likely differ from future actual results of operations and cash flows, and it is possible that these differences could be material. In addition, judgements are applied in determining the level of CGU identified for impairment testing and the criteria used to determine which assets should be aggregated. A difference in testing levels could affect whether an impairment is recorded and the extent of impairment loss.

As part of the overall effort to simplify operations and become more client-centric, certain operations have been realigned between the various networks. These realignments have been reflected in the CGUs being tested. The most significant of these for the 30 June 2020 test included the treatment of Landor and Fitch as a single CGU given the collaboration of the two brands from both a management and client perspective; the shift of certain European operations into VMLY&R; and the transfer of certain Asian operations from VMLY&R to Ogilvy in order to improve the operational synergies and offer in the respective regions.

Subsequent realignments to improve the operational synergies and regional offers were reflected in the September and December tests including the shift of certain Latin American and European operations between Wunderman Thompson, VMLY&R and GroupM; and the transfer of certain Asian operations to VMLY&R that previously operated independently from a network.

The transfers of carrying value between CGUs were determined on a relative value basis. The impact of these realignments has not had a significant impact on the impairment figures recognised.

The goodwill impairment charge of £2,822.9 million largely reflects the adverse impacts of Covid-19 on a number of businesses in the Group. The impact of these global economic conditions and trading circumstances was sufficiently severe to indicate impairment to the carrying value of goodwill. By operating sector, £1,820.1 million of the impairment charge relates to Global Integrated Agencies, £161.5 million relates to Public Relations and £841.3 million relates to Specialist Agencies.

The CGUs with significant impairments of goodwill as at 31 December 2020 are set out in the below table with the latest recoverable amount determined as of the December test.

14. Intangible assets (continued)

	Operating Sector	Recoverable amount £m	Goodwill impairment charge £m
Wunderman Thompson	Global Integrated Agencies	1,956.8	1,207.5
VMLY&R	Global Integrated Agencies	1,075.7	516.9
Burson Cohn & Wolfe	Public Relations	790.2	144.8
Geometry Global	Specialist Agencies	164.4	305.8
Landor & Fitch	Specialist Agencies	177.6	185.4
Other		1,409.5	462.5
		5,574.2	**2,822.9**

The goodwill impairment charge recognised for the year ended 31 December 2020 includes £2,812.9 million related to the six-month period ended 30 June 2020. This figure is £328.2 million higher than the £2,484.7 million previously reported in the 30 June 2020 interim financial statements as a result of an adjustment to appropriately reflect the working capital cash flow assumptions in the impairment model. This has been fully reflected in the consolidated financial statements for the year ended 31 December 2020, and the amount will be reflected in the comparatives included in the 30 June 2021 financial statements.

As of the December test, the recoverable amounts of all CGUs were determined to be above their carrying values. Burson Cohn & Wolfe's recoverable amount exceeded its carrying value by £14.4 million and is the only significant CGU that is sensitive to changes in the key assumptions used in determining the cash flows as of the December test. The average operating margins used in the five-year projection period for CGUs with significant goodwill and brands with an indefinite useful life ranged from 12.5% to 21.3%. The average operating margin of Burson Cohn & Wolfe would have to decrease by 0.3% to cause its carrying value to be above its recoverable amount. The long-term cash flow growth rate would also have to decrease by 0.3% to cause the carrying value of Burson Cohn & Wolfe to be above its recoverable amount. Burson Cohn & Wolfe is not sensitive to a reasonably possible change in the revenue less pass-through costs growth used in the five-year projection period.

As of the December test, a reasonably possible change in the key assumptions noted above would not result in a material amount of further impairments for Burson Cohn & Wolfe or any other CGU individually or in aggregate.

A change in the discount rate applied to the cash flows in the December impairment test up or down by 1.5% is considered reasonably possible. An increase of the discount rate by 1.5% would have resulted in £84.3 million additional impairment, £70.9 million of which would be attributable to Burson Cohn & Wolfe. As of the December test, Landor & Fitch's recoverable amount exceeded its carrying value by £19.4 million. Increasing the discount rate by 1.5% would result in additional impairment of £2.6m for Landor & Fitch with the remaining impairment attributable to other CGUs not individually significant. The discount rates would have to increase by 0.2% and 1.3% respectively to cause the carrying values of Burson Cohn & Wolfe and Landor & Fitch to be above their recoverable amounts.

15. Property, plant and equipment

The movements in 2020 and 2019 were as follows:

	Land £m	Freehold buildings £m	Leasehold buildings £m	Fixtures, fittings and equipment £m	Computer equipment £m	Total £m
Cost						
1 January 2019	37.1	135.5	1,202.4	375.3	690.4	2,440.7
Additions	–	33.7	158.5	35.0	67.7	294.9
New acquisitions	–	–	–	0.1	–	0.1
Disposals	–	(109.0)	(167.3)	(68.3)	(76.3)	(420.9)
Transfer to disposal group classified as held for sale	(2.8)	(17.1)	(98.1)	(115.2)	(231.5)	(464.7)
Exchange adjustments	–	(16.9)	(46.7)	(14.5)	(26.4)	(104.5)
31 December 2019	34.3	26.2	1,048.8	212.4	423.9	1,745.6
Additions	–	8.9	135.7	25.0	48.7	218.3
New acquisitions	–	–	0.2	–	0.2	0.4
Disposals	–	(0.2)	(99.1)	(41.1)	(83.7)	(224.1)
Exchange adjustments	–	4.7	(33.1)	(7.0)	(7.4)	(42.8)
31 December 2020	**34.3**	**39.6**	**1,052.5**	**189.3**	**381.7**	**1,697.4**
Depreciation						
1 January 2019	–	27.1	567.3	229.7	533.6	1,357.7
Charge for the year	–	1.5	79.9	36.3	67.8	185.5
Disposals	–	(7.2)	(129.9)	(59.9)	(74.5)	(271.5)
Transfer to disposal group classified as held for sale	–	(15.6)	(56.1)	(81.7)	(192.6)	(346.0)
Exchange adjustments	–	(1.6)	(17.9)	(13.2)	(23.4)	(56.1)
31 December 2019	–	4.2	443.3	111.2	310.9	869.6
Charge for the year	–	1.2	76.6	33.2	63.8	174.8
Impairment charges included in restructuring costs	–	–	72.1	6.3	1.3	79.7
Other write-downs	–	–	2.6	–	–	2.6
Disposals	–	–	(79.0)	(38.3)	(82.5)	(199.8)
Exchange adjustments	–	(3.1)	(5.2)	(5.5)	(6.6)	(20.4)
31 December 2020	**–**	**2.3**	**510.4**	**106.9**	**286.9**	**906.5**
Net book value						
31 December 2020	**34.3**	**37.3**	**542.1**	**82.4**	**94.8**	**790.9**
31 December 2019	34.3	22.0	605.5	101.2	113.0	876.0
1 January 2019	37.1	108.4	635.1	145.6	156.8	1,083.0

At 31 December 2020, capital commitments contracted, but not provided for in respect of property, plant and equipment, were £132.5 million (2019: £165.0 million). The decrease is due to a number of property development projects near completion, or completed, during 2020 in North America, UK and Latin America.

16. Interests in associates, joint ventures and other investments

The movements in 2020 and 2019 were as follows:

	Interests in associates and joint ventures £m	Other investments £m
1 January 2019	796.8	666.7
Additions	236.6	18.3
Share of results of associate undertakings	21.2	–
Dividends	(33.3)	–
Other movements	1.2	–
Exchange adjustments	(35.5)	–
Disposals	(51.5)	(42.3)
Reclassification to subsidiaries	(0.3)	–
Revaluation of other investments through profit or loss	–	9.1
Revaluation of other investments through other comprehensive income	–	(141.4)
Amortisation of other intangible assets	(5.6)	–
Transfer to disposal group classified as held for sale	(109.1)	(12.1)
Write-downs	(7.5)	–
31 December 2019	813.0	498.3
Additions	15.2	15.9
Share of results of associate undertakings	(136.0)	–
Dividends	(32.5)	–
Other movements	(5.2)	–
Exchange adjustments	(39.7)	–
Disposals	(7.3)	(7.0)
Reclassification from subsidiaries	4.5	–
Reclassification from other investments to associates	0.2	(0.2)
Revaluation of other investments through profit or loss	–	8.0
Revaluation of other investments through other comprehensive income	–	(127.7)
Amortisation of other intangible assets	(0.6)	–
Write-downs	(280.9)	–
31 December 2020	**330.7**	**387.3**

The investments included above as "other investments" represent investments in equity securities that present the Group with opportunity for return through dividend income and trading gains. They have no fixed maturity or coupon rate. The fair values of the listed securities are based on quoted market prices. For unlisted securities, where market value is not available, the Group has estimated relevant fair values on the basis of information from outside sources.

The carrying values of the Group's associates and joint ventures are reviewed for impairment in accordance with the Group's accounting policies.

The Group's principal associates and joint ventures at 31 December 2020 included:

	Country of incorporation	% owned
Advantage Smollan Ltd	UK	18.7
Barrows Design and Manufacturing (Pty) Limited	South Africa	35.0
Dat Viet VAC Media Corporation	Vietnam	30.0
GIIR Inc.	Korea	30.0
Haworth Marketing & Media Company	USA	49.0
High Co SA	France	34.1
Nanjing Yindu Ogilvy Advertising Co. Ltd	China	49.0
PRAP Japan, Inc	Japan	23.4
Smollan Holdings (Pty) Ltd	South Africa	24.8
Summer (BC) US JVCo SCSp[1]	Luxembourg	40.0

Note
[1] Representing the Group's interest in Kantar in the United States.

16. Interests in associates, joint ventures and other investments (continued)

The market value of the Group's shares in its principal listed associate undertakings at 31 December 2020 was as follows: GIIR Inc: £19.0 million, and High Co SA: £32.8 million (2019: GIIR Inc: £21.2 million and High Co SA: £39.4 million). The carrying value (including goodwill and other intangibles) of these equity interests in the Group's consolidated balance sheet at 31 December 2020 was as follows: GIIR Inc: £41.2 million and High Co SA: £38.9 million (2019: GIIR Inc: £37.7 million and High Co SA: £35.4 million).

Where the market value of the Group's listed associates is less than the carrying value, an impairment review is performed utilising the discounted cash flow methodology discussed in note 14, which represents the value in use.

The Group's investments in its principal associate undertakings are represented by ordinary shares.

Aggregate information of associates that are not individually material
The following table presents a summary of the aggregate financial performance of the Group's associate undertakings and joint ventures.

	2020 £m	2019 £m	2018 £m
Share of results of associate undertakings (note 4)	**(136.0)**	14.7	30.5
Share of other comprehensive loss of associate undertakings	**(61.5)**	–	–
Share of total comprehensive (loss)/ income of associate undertakings	**(197.5)**	14.7	30.5

The application of equity accounting is ordinarily discontinued when the investment is reduced to zero and additional losses are not provided for unless the Group has guaranteed obligations of the investee or is otherwise committed to provide further financial support for the investee.

In the year ended 31 December 2020, share of losses of £62.9 million were not recognised in relation to Imagina, an associate in Spain, as the investment was reduced to zero. The cumulative share of unrecognised losses relating to Imagina is £62.9 million.

At 31 December 2020, capital commitments contracted, but not provided for, in respect of interests in associates and other investments were £7.5 million (2019: £21.8 million).

17. Deferred tax

The Group's deferred tax assets and liabilities are measured at the end of each period in accordance with IAS 12 Income Taxes. The recognition of deferred tax assets is determined by reference to the Group's estimate of recoverability, using models where appropriate to forecast future taxable profits.

Deferred tax assets have only been recognised for territories where the Group considers that it is probable that all or a portion of the deferred tax assets will be realised. The main factors that we consider include:

– the future earnings potential determined through the use of internal forecasts;

– the cumulative losses in recent years;

– the various jurisdictions in which the potential deferred tax assets arise;

– the history of losses carried forward and other tax assets expiring;

– the timing of future reversal of taxable temporary differences;

– the expiry period associated with the deferred tax assets; and

– the nature of the income that can be used to realise the deferred tax asset.

If it is probable that some portion of these assets will not be realised, no asset is recognised in relation to that portion.

If market conditions improve and future results of operations exceed our current expectations, our existing recognised deferred tax assets may be adjusted, resulting in future tax benefits. Alternatively, if market conditions deteriorate further or future results of operations are less than expected, future assessments may result in a determination that some or all of the deferred tax assets are not realisable. As a result, all or a portion of the deferred tax assets may need to be reversed.

17. Deferred tax (continued)

Certain deferred tax assets and liabilities have been offset as they relate to the same tax group. The following is the analysis of the deferred tax balances for financial reporting purposes:

	Gross 2020 £m	Offset 2020 £m	**As reported 2020 £m**	Gross 2019 £m	Offset 2019 £m	As reported 2019 £m
Deferred tax assets	477.5	(264.6)	**212.9**	430.9	(243.0)	187.9
Deferred tax liabilities	(568.7)	264.6	**(304.1)**	(622.8)	243.0	(379.8)
	(91.2)	–	**(91.2)**	(191.9)	–	(191.9)

The following are the major gross deferred tax assets recognised by the Group and movements thereon in 2020 and 2019:

	Deferred compensation £m	Accounting provisions and accruals £m	Retirement benefit obligations £m	Property, plant and equipment £m	Tax losses and credits £m	Share-based payments £m	Restructuring provisions £m	Other temporary differences £m	Total £m
1 January 2019	61.6	101.4	68.5	47.9	67.1	16.8	17.3	31.4	412.0
(Charge)/credit to income	(1.7)	10.2	6.7	19.4	24.2	2.9	12.5	(16.6)	57.6
Charge to other comprehensive income	–	–	(3.2)	–	–	–	–	–	(3.2)
Credit to equity	–	–	–	27.8	–	3.1	–	–	30.9
Transfer to disposal group classified as held for sale	(4.2)	(19.2)	(12.3)	(13.6)	(3.0)	(0.7)	(3.4)	0.1	(56.3)
Exchange differences and other movements	(2.2)	(5.0)	(2.2)	3.2	(2.0)	(0.6)	(0.6)	(0.7)	(10.1)
31 December 2019	53.5	87.4	57.5	84.7	86.3	21.5	25.8	14.2	430.9
(Charge)/credit to income	(1.5)	30.3	(3.5)	(3.4)	5.9	0.4	31.9	(2.7)	57.4
Credit to other comprehensive income	–	–	7.4	–	–	–	–	–	7.4
Exchange differences and other movements	(2.5)	(8.2)	(3.5)	(0.4)	(1.9)	(0.5)	(1.3)	0.1	(18.2)
31 December 2020	**49.5**	**109.5**	**57.9**	**80.9**	**90.3**	**21.4**	**56.4**	**11.6**	**477.5**

Other temporary differences comprise a number of items including tax deductible goodwill, none of which is individually significant to the Group's consolidated balance sheet. At 31 December 2020 the balance related to temporary differences in relation to revenue adjustments, tax deductible goodwill, fair value adjustments, and other temporary differences.

In addition the Group has recognised the following gross deferred tax liabilities and movements thereon in 2020 and 2019:

	Brands and other intangibles £m	Associate earnings £m	Goodwill £m	Property, plant and equipment £m	Financial instruments £m	Other temporary differences £m	Total £m
1 January 2019	438.6	17.6	182.3	22.2	39.9	37.9	738.5
Acquisition of subsidiaries	0.8	–	–	–	–	–	0.8
(Credit)/charge to income	(31.2)	68.6	10.3	(22.2)	(0.7)	(6.7)	18.1
Credit to other comprehensive income	–	–	–	–	–	(9.6)	(9.6)
Transfer to disposal group classified as held for sale	(46.6)	(7.9)	(51.7)	–	–	0.6	(105.6)
Exchange differences and other movements	(9.3)	(1.8)	(5.5)	–	(2.3)	(0.5)	(19.4)
31 December 2019	352.3	76.5	135.4	–	36.9	21.7	622.8
Acquisition of subsidiaries	1.5	–	–	–	–	–	1.5
(Credit)/charge to income	(22.3)	(16.7)	(7.8)	–	–	6.7	(40.1)
Exchange differences and other movements	(4.7)	(1.8)	(4.5)	–	(1.1)	(3.4)	(15.5)
31 December 2020	**326.8**	**58.0**	**123.1**	**–**	**35.8**	**25.0**	**568.7**

At the balance sheet date, the Group has gross tax losses and other temporary differences of £6,895.2 million (2019: £6,475.6 million) available for offset against future profits. Deferred tax assets have been recognised in respect of the tax benefit of £2,041.3 million (2019: £1,856.6 million) of such tax losses and other temporary differences. No deferred tax asset has been recognised in respect of the remaining £4,853.9 million (2019: £4,619.0 million) of losses and other temporary differences as the Group considers that there will not be enough taxable profits in the entities concerned such that any additional asset could be considered recoverable. Included in the total unrecognised temporary differences are losses of £65.4 million (2019: £60.7 million) that will expire within one to ten years, and £4,594.9 million (2019: £4,437.6 million) of losses that may be carried forward indefinitely.

At the balance sheet date, the aggregate amount of the temporary differences in relation to the investment in subsidiaries for which deferred tax liabilities have not been recognised was £1,655.3 million (2019: £2,165.3 million). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and the Group considers that it is probable that such differences will not reverse in the foreseeable future.

18. Trade and other receivables

The following are included in trade and other receivables:

Amounts falling due within one year	2020 £m	2019 £m
Trade receivables (net of bad debt provision)	**6,572.2**	7,007.6
Work in progress	**264.1**	349.5
VAT and sales taxes recoverable	**236.6**	212.7
Prepayments	**248.1**	287.1
Accrued income	**3,150.1**	3,292.7
Fair value of derivatives	**0.2**	1.4
Other debtors	**501.0**	671.3
	10,972.3	11,822.3

The ageing of trade receivables and other financial assets by due date is as follows:

			Days past due				
2020	Carrying amount at 31 December 2020 £m	Not past due £m	0-30 days £m	31-90 days £m	91-180 days £m	181 days-1 year £m	Greater than 1 year £m
Trade receivables	6,572.2	5,692.4	660.0	167.3	40.4	7.5	4.6
Other financial assets	527.2	451.8	32.5	8.6	11.8	4.3	18.2
	7,099.4	6,144.2	692.5	175.9	52.2	11.8	22.8

			Days past due				
2019	Carrying amount at 31 December 2019 £m	Not past due £m	0-30 days £m	31-90 days £m	91-180 days £m	181 days-1 year £m	Greater than 1 year £m
Trade receivables	7,007.6	5,553.3	934.9	341.0	92.1	22.4	63.9
Other financial assets	582.5	357.6	129.9	48.3	16.2	5.2	25.3
	7,590.1	5,910.9	1,064.8	389.3	108.3	27.6	89.2

Other financial assets are included in other debtors.

Past due amounts are not impaired where collection is considered likely.

Amounts falling due after more than one year	2020 £m	2019 £m
Prepayments	**2.8**	2.2
Fair value of derivatives	**9.6**	–
Other debtors	**143.8**	135.4
	156.2	137.6

The Group has applied the practical expedient permitted by IFRS 15 to not disclose the transaction price allocated to performance obligations unsatisfied (or partially unsatisfied) as of the end of the reporting period as contracts typically have an original expected duration of a year or less.

	2020 £m	2019 £m	2018 £m
Bad debt provisions			
At beginning of year	**111.7**	116.6	91.3
New acquisitions	**3.5**	5.0	1.5
Charged to the income statement	**50.6**	45.4	66.7
Released to the income statement	**(9.8)**	(19.0)	(11.6)
Exchange adjustments	**(2.8)**	(4.1)	2.1
Transfer to disposal group classified as held for sale	**–**	(8.9)	–
Utilisations and other movements	**(40.7)**	(23.3)	(33.4)
At end of year	**112.5**	111.7	116.6

The allowance for bad and doubtful debts is equivalent to 1.7% (2019: 1.6%, 2018: 1.4%) of gross trade accounts receivables.

Impairment losses on work in progress and accrued income were immaterial for the years presented.

The Group considers that the carrying amount of trade and other receivables approximates their fair value.

18. Trade and other receivables (continued)

Expected credit losses

The Group has applied the simplified approach to measuring expected credit losses, as permitted by IFRS 9. Under this approach, the Group utilises a provision matrix based on the age of the trade receivables and historical loss rates to determine the expected credit losses. Where relevant, the Group also considers forward looking information. Therefore the Group does not track changes in credit risk over the life of a financial asset, but recognises a loss allowance based on the financial asset's lifetime expected credit loss. Under IFRS 9, the expected credit losses are measured as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. Given the short-term nature of the Group's trade receivables, work in progress and accrued income, which are mainly due from large national or multinational companies, the Group's assessment of expected credit losses includes provisions for specific clients and receivables where the contractual cash flow is deemed at risk. Additional provisions are made based on the assessment of recoverability of aged receivables, where the following criteria are met:

– 100% of the asset aged over one year;

– 50% of the asset aged between 180 days and one year; and

– sufficient evidence of recoverability is not evident.

As a result of the Covid-19 pandemic, the Group also performed a detailed review of trade receivables, work in progress and accrued income aged less than 180 days, taking into account the level of credit insurance the Group has along with internal and external data including historical and forward looking information. This review focused on significant individual clients along with the industry and country in which the clients operate where there is increased risk due to the pandemic.

19. Trade and other payables: amounts falling due within one year

The following are included in trade and other payables falling due within one year:

	2020 £m	2019[1] £m
Trade payables	**10,206.5**	10,112.1
Deferred income	**1,153.7**	1,024.6
Payments due to vendors (earnout agreements)	**57.8**	143.4
Liabilities in respect of put option agreements with vendors	**9.3**	75.7
Fair value of derivatives	**1.8**	1.5
Share repurchases – close period commitments[2]	**–**	252.3
Other creditors and accruals	**2,430.6**	2,578.5
	13,859.7	14,188.1

Notes

[1] Figures have been restated as described in the accounting policies.

[2] During 2019, the Company entered into an arrangement with a third party to conduct share buybacks on its behalf in the close period commencing on 2 January 2020 and ending on 27 February 2020, in accordance with UK listing rules. The commitment resulting from this agreement constitutes a liability at 31 December 2019, which is included in Trade and other payables: amounts falling due within one year and has been recognised as a movement in equity.

The Group considers that the carrying amount of trade and other payables approximates their fair value.

20. Trade and other payables: amounts falling due after more than one year

The following are included in trade and other payables falling due after more than one year:

	2020 £m	2019[1] £m
Payments due to vendors (earnout agreements)	**56.5**	100.3
Liabilities in respect of put option agreements with vendors	**101.4**	128.8
Fair value of derivatives	**11.2**	21.2
Other creditors and accruals	**144.4**	199.3
	313.5	449.6

Note

[1] Figures have been restated as described in the accounting policies.

20. Trade and other payables: amounts falling due after more than one year (continued)

The Group considers that the carrying amount of trade and other payables approximates their fair value.

The following tables set out payments due to vendors, comprising contingent consideration and the Directors' best estimates of future earnout-related obligations:

	2020 £m	2019[1] £m
Within one year	**57.8**	143.4
Between one and two years	**17.2**	36.3
Between two and three years	**6.0**	34.6
Between three and four years	**30.5**	12.3
Between four and five years	**2.8**	7.7
Over five years	**–**	9.4
	114.3	243.7

Note
[1] Figures have been restated as described in the accounting policies.

	2020 £m	2019[1] £m
At beginning of year	**243.7**	400.8
Earnouts paid	**(115.2)**	(130.0)
New acquisitions	**7.3**	9.6
Revision of estimates taken to goodwill (note 14)	**(2.8)**	(14.1)
Revaluation of payments due to vendors	**(13.4)**	3.8
Transfer to disposal group classified as held for sale	**–**	(11.5)
Exchange adjustments	**(5.3)**	(14.9)
At end of year	**114.3**	243.7

Note
[1] Figures have been restated to be in accordance with IAS 39 Financial Instruments: Recognition and Measurement, as described in the accounting policies.

As of 31 December 2020, the potential undiscounted amount of future payments that could be required under the earnout agreements for acquisitions completed in the current year and for all earnout agreements ranges from £nil to £41 million (2019: £nil to £14 million) and £nil to £808 million (2019: £nil to £1,110 million), respectively. The decrease in the maximum potential undiscounted amount of future payments for all earnout agreements is due to earnout arrangements that have completed and payments made on active arrangements during the year, and exchange adjustments, partially offset by earnout arrangements related to new acquisitions.

21. Bank overdrafts, bonds and bank loans

Amounts falling due within one year:

	2020 £m	2019[1] £m
Bank overdrafts	**8,562.0**	8,572.4
Corporate bonds and bank loans	**57.2**	225.6
	8,619.2	8,798.0

Note
[1] Figures have been restated as described in the accounting policies.

The Group considers that the carrying amount of bank overdrafts approximates their fair value.

Amounts falling due after more than one year:

	2020 £m	2019 £m
Corporate bonds and bank loans	**4,975.5**	4,047.3

The Group estimates that the fair value of corporate bonds is £5,509.1 million at 31 December 2020 (2019: £4,439.8 million). The fair values of the corporate bonds are based on quoted market prices.

The Group considers that the carrying amount of bank loans of £57.2 million (2019: £110.4 million) approximates their fair value.

21. Bank overdrafts, bonds and bank loans (continued)

The corporate bonds, bank loans and overdrafts included within liabilities fall due for repayment as follows:

	2020 £m	2019[1] £m
Within one year	**8,619.2**	8,798.0
Between one and two years	**590.9**	96.4
Between two and three years	**669.4**	590.4
Between three and four years	**540.2**	632.1
Between four and five years	**445.6**	554.3
Over five years	**2,729.4**	2,174.1
	13,594.7	12,845.3

Note
[1] Figures have been restated as described in the accounting policies.

22. Provisions for liabilities and charges

The movements in 2020 and 2019 were as follows:

	Property £m	Other £m	Total £m
1 January 2019	118.7	193.0	311.7
Charged to the income statement	39.5	7.6	47.1
Acquisitions[1]	–	0.7	0.7
Utilised	(1.2)	(12.2)	(13.4)
Released to the income statement	(10.3)	(6.9)	(17.2)
Other movements[2]	(58.4)	9.2	(49.2)
Transfer to disposal group classified as held for sale	(6.2)	(18.4)	(24.6)
Exchange adjustments	(0.6)	(6.7)	(7.3)
31 December 2019	81.5	166.3	247.8
Charged to the income statement	14.8	50.4	65.2
Acquisitions[1]	–	0.7	0.7
Utilised	(1.6)	(17.0)	(18.6)
Released to the income statement	(1.5)	(15.0)	(16.5)
Other movements	(15.0)	48.7	33.7
Exchange adjustments	(1.5)	(4.5)	(6.0)
31 December 2020	**76.7**	**229.6**	**306.3**

Notes
[1] Acquisitions include £0.4 million (2019: £0.7 million) of provisions arising from revisions to fair value adjustments related to the acquisition of subsidiary undertakings that had been determined provisionally at the immediately preceding balance sheet date, as permitted by IFRS 3 Business Combinations.
[2] In 2019, other movements include transfers of property provisions related to property leases which are now recognised in right-of-use assets, and certain long-term employee benefits.

The Company and various of its subsidiaries are, from time to time, parties to legal proceedings and claims which arise in the ordinary course of business. The Directors do not anticipate that the outcome of these proceedings and claims will have a material adverse effect on the Group's financial position or on the results of its operations.

23. Share-based payments

Charges for share-based incentive plans were as follows:

Continuing operations	**2020 £m**	2019 £m	2018 £m
Share-based payments	**74.4**	66.0	78.3

Share-based payments comprise charges for stock options and restricted stock awards to employees of the Group.

As of 31 December 2020, there was £134.9 million (2019: £140.7 million) of total unrecognised compensation cost related to the Group's restricted stock plans. That cost is expected to be recognised over an average period of one to two years.

Further information on stock options is provided in note 27.

23. Share-based payments (continued)

Restricted stock plans
The Group operates a number of equity-settled share incentive schemes, in most cases satisfied by the delivery of stock from one of the Group's ESOP Trusts. The most significant current schemes are as follows:

Executive Performance Share Plan (EPSP)
This scheme is intended to reward and incentivise the most senior executives of the Group. The performance period is three or five complete financial years, commencing with the financial year in which the award is granted. The vest date will usually be in the March following the end of the performance period. Vesting is conditional on continued employment throughout the vesting period.

The 2020 EPSP awards are subject to three equally weighted performance conditions: three-year average Return on Invested Capital (ROIC), cumulative Adjusted Free Cash Flow (AFCF), and relative Total Shareholder Return (TSR). Achieving the threshold performance requirement will result in a vesting opportunity of 20% for that element. The vesting opportunity will increase on a straight line basis to 100% of the award for maximum performance. The Compensation Committee has an overriding discretion to determine the extent to which the award will vest.

The 2019 EPSP awards are subject to a relative TSR performance condition, with a ROIC underpin. TSR performance will be compared to companies representing the most relevant, listed global competitors, with performance below median resulting in zero vesting. Performance between median and upper decile provides for a vesting opportunity of between 15% and 100%. The awards will vest subject to a ROIC underpin of an average of 7.5% over the performance period. The Compensation Committee has an overriding discretion to determine the extent to which the award will vest.

For EPSP awards granted between 2013 and 2018 there are three performance criteria, each constituting one-third of the vesting value, and each measured over the performance period:
(i) TSR against a comparator group of companies. Threshold performance (equating to ranking in the 50th percentile of the comparator group) will result in 20% vesting of the part of the award dependent on TSR. The maximum vest of 100% will arise if performance ranks in the 90th percentile, with a sliding scale of vesting for performance between threshold and maximum.
(ii) Headline diluted earnings per share. Threshold performance (7% compound annual growth) will again result in a 20% vest. Maximum performance of 14% compound annual growth will give rise to a 100% vest, with a sliding vesting scale for performance between threshold and maximum.
(iii) Return on equity (ROE). Average annual ROE defined as headline diluted EPS divided by the balance sheet value per share of shareholders' equity. Threshold performance ranges between 10-14% average annual ROE and maximum performance ranges between 14-18%. Threshold again gives rise to a 20% vest, 100% for maximum, with a sliding scale in between.

Performance Share Awards (PSA)
Conditional stock awards made under the PSA are dependent upon annual performance targets, typically based on one or more of: operating profit, profit before taxation and operating margin. Grants are made in the year following the year of performance measurement, and vest two years after grant date provided the individual concerned is continually employed by the Group throughout this time.

Leaders, Partners and High Potential Group
This scheme makes annual conditional stock awards to approximately 1,600 key executives of the Group. Vesting is conditional on continued employment over the three-year vesting period.

Valuation methodology
For all of these schemes, the valuation methodology is based upon fair value on grant date, which is determined by the market price on that date or the application of a Black-Scholes model, depending upon the characteristics of the scheme concerned. The assumptions underlying the Black-Scholes model are detailed in note 27, including details of assumed dividend yields. Market price on any given day is obtained from external, publicly available sources.

Market/non-market conditions
Most share-based plans are subject to non-market performance conditions, such as margin or growth targets, as well as continued employment. EPSP is subject to a number of performance conditions, including TSR, a market-based condition.

For schemes without market-based performance conditions, the valuation methodology above is applied and, at each year-end, the relevant charge for each grant is revised, if appropriate, to take account of any changes in estimate of the likely number of shares expected to vest.

For schemes with market-based performance conditions, the probability of satisfying these conditions is assessed at grant date through a statistical model (such as the Monte Carlo model) and applied to the fair value. This initial valuation remains fixed throughout the life of the relevant plan, irrespective of the actual outcome in terms of performance. Where a lapse occurs due to cessation of employment, the cumulative charge taken to date is reversed.

23. Share-based payments (continued)

Movement on ordinary shares granted for significant restricted stock plans:

	Non-vested 1 January 2020 number m	Granted number m	Forfeited number m	Vested number m	Non-vested 31 December 2020 number m
Executive Performance Share Plan (EPSP)	8.8	6.5	(2.0)	(0.3)	**13.0**
Performance Share Awards (PSA)	2.6	3.3	(0.3)	(1.3)	**4.3**
Leaders, Partners and High Potential Group	9.3	4.9	(0.7)	(2.5)	**11.0**
Weighted average fair value (pence per share)					
Executive Performance Share Plan (EPSP)	1,198p	742p	1,336p	1,481p	**943p**
Performance Share Awards (PSA)	1,081p	546p	787p	1,136p	**675p**
Leaders, Partners and High Potential Group	974p	719p	879p	1,131p	**831p**

The total fair value of shares vested for all the Group's restricted stock plans during the year ended 31 December 2020 was £71.6 million (2019: £90.8 million, 2018: £107.2 million).

24. Provision for post-employment benefits

Companies within the Group operate a large number of pension plans, the forms and benefits of which vary with conditions and practices in the countries concerned. The Group's pension costs are analysed as follows:

Continuing operations	**2020 £m**	2019 £m	2018 £m
Defined contribution plans	**157.8**	154.9	146.7
Defined benefit plans charge to operating profit	**13.9**	14.8	14.2
Pension costs (note 5)	**171.7**	169.7	160.9
Net interest expense on pension plans (note 6)	**2.9**	3.5	3.6
	174.6	173.2	164.5

Defined benefit plans
The pension costs are assessed in accordance with the advice of local independent qualified actuaries. The latest full actuarial valuations for the various pension plans were carried out at various dates in the last three years. These valuations have been updated by the local actuaries to 31 December 2020.

The majority of plans provide final salary benefits, with plan benefits typically based either on mandatory plans under local legislation, eg, termination indemnity benefits, or on the rules of WPP sponsored supplementary plans. The implications of IFRIC 14 have been allowed for where relevant, in particular with regard to the asset ceiling/irrecoverable surplus.

The Group's policy is to close existing defined benefit plans to new members. This has been implemented across a significant number of the pension plans.

Contributions to funded plans are determined in line with local conditions and practices. Contributions in respect of unfunded plans are paid as they fall due. The total contributions (for funded plans) and benefit payments (for unfunded plans) paid for 2020 amounted to £20.3 million (2019: £37.1 million, 2018: £44.9 million). Employer contributions and benefit payments in 2021 are expected to be approximately £25 million.

24. Provision for post-employment benefits (continued)

(a) Assumptions
There are a number of areas in pension accounting that involve estimates made by management based on advice of qualified advisors. These include establishing the discount rates, rates of increase in salaries and pensions in payment, inflation, and mortality assumptions. The main weighted average assumptions used for the actuarial valuations at 31 December are shown in the following table:

	2020 % pa	2019 % pa	2018 % pa	2017 % pa
UK				
Discount rate[1]	**1.3**	2.0	2.8	2.4
Rate of increase in pensions in payment	**4.4**	4.4	4.3	4.1
Inflation	**2.8**	2.6	2.8	2.7
North America				
Discount rate[1]	**2.0**	3.0	4.1	3.5
Rate of increase in salaries	**3.0**	3.0	3.0	3.1
Inflation	**n/a**	n/a	n/a	4.0
Western Continental Europe				
Discount rate[1]	**0.9**	1.2	2.0	1.9
Rate of increase in salaries	**2.2**	2.2	2.3	1.9
Rate of increase in pensions in payment	**1.8**	1.8	1.2	1.2
Inflation	**1.7**	1.7	1.7	1.7
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe				
Discount rate[1]	**4.2**	4.6	5.0	4.2
Rate of increase in salaries	**5.2**	6.1	5.8	5.5
Inflation	**3.7**	3.7	3.6	4.0

Note
[1] Discount rates are based on high-quality corporate bond yields. In countries where there is no deep market in corporate bonds, the discount rate assumption has been set with regard to the yield on long-term government bonds.

For the Group's pension plans, the plans' assets are invested with the objective of being able to meet current and future benefit payment needs, while controlling balance sheet volatility and future contributions. Pension plan assets are invested with a number of investment managers, and assets are diversified among equities, bonds, insured annuities, property and cash or other liquid investments. The primary use of bonds as an investment class is to match the anticipated cash flows from the plans to pay pensions. The Group is invested in high-quality corporate and government bonds which share similar risk characteristics and are of equivalent currency and term to the plan liabilities. Various insurance policies have also been bought historically to provide a more exact match for the cash flows, including a match for the actual mortality of specific plan members. These insurance policies effectively provide protection against both investment fluctuations and longevity risks. The strategic target allocation varies among the individual plans.

Management considers the types of investment classes in which the pension plan assets are invested. The types of investment classes are determined by economic and market conditions and in consideration of specific asset class risk.

Management periodically commissions detailed asset and liability studies performed by third-party professional investment advisors and actuaries that generate probability-adjusted expected future returns on those assets. These studies also project the estimated future pension payments and evaluate the efficiency of the allocation of the pension plan assets into various investment categories.

24. Provision for post-employment benefits (continued)

At 31 December 2020, the life expectancies underlying the value of the accrued liabilities for the main defined benefit pension plans operated by the Group were as follows:

Years life expectancy after age 65	All plans	North America	UK	Western Continental Europe	Other[1]
Current pensioners (at age 65) – male	22.1	21.7	23.1	20.9	13.8
Current pensioners (at age 65) – female	23.6	23.1	24.1	24.0	17.0
Future pensioners (current age 45) – male	23.7	23.1	24.7	23.3	13.8
Future pensioners (current age 45) – female	25.2	24.5	25.9	26.0	17.0

Note
[1] Includes Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe.

The life expectancies after age 65 at 31 December 2019 were 22.2 years and 23.7 years for male and female current pensioners (at age 65) respectively, and 23.8 years and 25.4 years for male and female future pensioners (current age 45), respectively.

In the determination of mortality assumptions, management uses the most up-to-date mortality tables available in each country.

The following table provides information on the weighted average duration of the defined benefit pension obligations and the distribution of the timing of benefit payments for the next ten years. The duration corresponds to the weighted average length of the underlying cash flows.

	All plans	North America	UK	Western Continental Europe	Other[1]
Weighted average duration of the defined benefit obligation (years)	11.5	9.6	13.8	12.8	6.8
Expected benefit payments over the next ten years (£m)					
Benefits expected to be paid within 12 months	49.8	24.4	15.1	5.8	4.5
Benefits expected to be paid in 2022	46.9	24.7	12.8	6.2	3.2
Benefits expected to be paid in 2023	45.2	21.9	13.5	6.1	3.7
Benefits expected to be paid in 2024	43.2	21.1	13.2	5.8	3.1
Benefits expected to be paid in 2025	43.1	19.1	14.0	6.2	3.8
Benefits expected to be paid in the next five years	222.1	94.1	70.1	34.3	23.6

Note
[1] Includes Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe.

The following table presents a sensitivity analysis for each significant actuarial assumption showing how the defined benefit obligation would have been affected by changes in the relevant actuarial assumption that were reasonably possible at the balance sheet date. This sensitivity analysis applies to the defined benefit obligation only and not to the net defined benefit pension liability in its entirety, the measurement of which is driven by a number of factors including, in addition to the assumptions below, the fair value of plan assets.

The sensitivity analyses are based on a change in one assumption while holding all other assumptions constant so that interdependencies between the assumptions are excluded. The methodology applied is consistent with that used to determine the recognised defined benefit obligation. The sensitivity analysis for inflation is not shown as it is an underlying assumption to build the pension and salary increase assumptions. Changing the inflation assumption on its own without changing the salary or pension assumptions will not result in a significant change in pension liabilities.

24. Provision for post-employment benefits (continued)

Sensitivity analysis of significant actuarial assumptions	(Decrease)/increase in benefit obligation 2020 £m	2019 £m
Discount rate		
Increase by 25 basis points:		
UK	**(8.8)**	(8.2)
North America	**(7.6)**	(7.5)
Western Continental Europe	**(4.0)**	(3.8)
Other[1]	**(0.6)**	(0.7)
Decrease by 25 basis points:		
UK	**9.1**	8.5
North America	**7.8**	7.7
Western Continental Europe	**4.3**	3.9
Other[1]	**0.6**	0.7
Rate of increase in salaries		
Increase by 25 basis points:		
Western Continental Europe	**0.9**	0.8
Other[1]	**0.6**	0.6
Decrease by 25 basis points:		
Western Continental Europe	**(0.9)**	(0.8)
Other[1]	**(0.5)**	(0.6)
Rate of increase in pensions in payment		
Increase by 25 basis points:		
UK	**1.1**	0.7
Western Continental Europe	**2.1**	1.9
Decrease by 25 basis points:		
UK	**(0.7)**	(0.6)
Western Continental Europe	**(2.0)**	(1.9)
Life expectancy		
Increase in longevity by one additional year:		
UK	**14.0**	11.7
North America	**5.9**	5.9
Western Continental Europe	**4.8**	4.3

Note

[1] Includes Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe.

24. Provision for post-employment benefits (continued)

(b) Assets and liabilities

At 31 December, the fair value of the assets in the pension plans, and the assessed present value of the liabilities in the pension plans are shown in the following table:

	2020 £m	%	2019 £m	%	2018 £m	%
Equities	**41.6**	**6.7**	55.5	9.1	76.5	9.1
Bonds	**284.2**	**46.1**	272.5	44.8	544.9	64.8
Insured annuities[1]	**252.8**	**41.0**	239.1	39.3	90.9	10.8
Property	**0.7**	**0.1**	0.7	0.1	0.9	0.1
Cash	**14.7**	**2.4**	17.7	2.9	31.1	3.7
Other	**22.6**	**3.7**	23.0	3.8	96.3	11.5
Total fair value of assets	**616.6**	**100.0**	608.5	100.0	840.6	100.0
Present value of liabilities	**(772.7)**		(767.5)		(1,024.0)	
Deficit in the plans	**(156.1)**		(159.0)		(183.4)	
Irrecoverable surplus	**(0.6)**		–		(0.9)	
Net liability[2]	**(156.7)**		(159.0)		(184.3)	
Plans in surplus	**27.2**		20.6		42.8	
Plans in deficit	**(183.9)**		(179.6)		(227.1)	

Notes

[1] The increase in 2019 from 2018 in the amount of assets held in insured annuities is attributable to the completion of buy-in transactions during 2019 for certain UK plans. The invested assets for these plans, as at 31 December 2018 consisted of a mixture of equities, bonds, cash and other assets, were transferred to an insurance company and, in accordance with IAS 19, all assets for these plans are now classified as insured annuities.

[2] The related deferred tax asset is discussed in note 17.

All plan assets have quoted prices in active markets with the exception of insured annuities and other assets.

Surplus/(deficit) in plans by region	2020 £m	2019 £m	2018 £m
UK	**0.7**	0.3	33.7
North America	**(37.9)**	(45.2)	(68.7)
Western Continental Europe	**(85.9)**	(79.4)	(104.6)
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	**(33.0)**	(34.7)	(43.8)
Deficit in the plans	**(156.1)**	(159.0)	(183.4)

Some of the Group's defined benefit plans are unfunded (or largely unfunded) by common custom and practice in certain jurisdictions. In the case of these unfunded plans, the benefit payments are made as and when they fall due. Pre-funding of these plans would not be typical business practice.

24. Provision for post-employment benefits (continued)

The following table shows the split of the deficit at 31 December between funded and unfunded pension plans.

	2020 Surplus/ (deficit) £m	**2020 Present value of liabilities £m**	2019 Surplus/ (deficit) £m	2019 Present value of liabilities £m	2018 Surplus/ (deficit) £m	2018 Present value of liabilities £m
Funded plans by region						
UK	**0.7**	**(262.7)**	0.3	(247.6)	33.7	(290.5)
North America	**17.4**	**(271.8)**	12.8	(286.2)	(4.6)	(375.3)
Western Continental Europe	**(38.6)**	**(84.3)**	(33.3)	(77.6)	(35.8)	(168.4)
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	**(5.8)**	**(24.1)**	(3.6)	(20.9)	(6.6)	(19.7)
Deficit/liabilities in the funded plans	**(26.3)**	**(642.9)**	(23.8)	(632.3)	(13.3)	(853.9)
Unfunded plans by region						
North America	**(55.3)**	**(55.3)**	(58.0)	(58.0)	(64.1)	(64.1)
Western Continental Europe	**(47.3)**	**(47.3)**	(46.1)	(46.1)	(68.8)	(68.8)
Asia Pacific, Latin America, Africa & Middle East and Central & Eastern Europe	**(27.2)**	**(27.2)**	(31.1)	(31.1)	(37.2)	(37.2)
Deficit/liabilities in the unfunded plans	**(129.8)**	**(129.8)**	(135.2)	(135.2)	(170.1)	(170.1)
Deficit/liabilities in the plans	**(156.1)**	**(772.7)**	(159.0)	(767.5)	(183.4)	(1,024.0)

In accordance with IAS 19, plans that are wholly or partially funded are considered funded plans.

(c) Pension expense
The following tables show the breakdown of the pension expense between amounts charged to operating profit and amounts charged to finance costs:

Continuing operations	**2020 £m**	2019 £m	2018 £m
Service cost[1]	**12.0**	12.9	12.0
Administrative expenses	**1.9**	1.9	2.2
Charge to operating profit	**13.9**	14.8	14.2
Net interest expense on pension plans	**2.9**	3.5	3.6
Charge to profit before taxation for defined benefit plans	**16.8**	18.3	17.8

Note
[1] Includes current service cost, past service costs related to plan amendments and (gain)/loss on settlements and curtailments.

The following table shows the breakdown of amounts recognised in the consolidated statement of comprehensive income (OCI):

	2020 £m	2019 £m	2018 £m
Return on plan assets (excluding interest income)	**57.2**	16.7	(43.9)
Changes in demographic assumptions underlying the present value of the plan liabilities	**3.8**	5.9	3.8
Changes in financial assumptions underlying the present value of the plan liabilities	**(54.0)**	(64.3)	45.2
Experience (loss)/gain arising on the plan liabilities	**(4.4)**	5.1	3.8
Change in irrecoverable surplus	**(0.6)**	–	–
Actuarial gain/(loss) recognised in OCI	**2.0**	(36.6)	8.9

24. Provision for post-employment benefits (continued)

(d) Movement in plan liabilities
The following table shows an analysis of the movement in the pension plan liabilities for each accounting period:

	2020 £m	2019 £m	2018 £m
Plan liabilities at beginning of year	**767.5**	1,024.0	1,135.4
Service cost[1]	**12.0**	14.9	15.5
Interest cost	**17.0**	26.2	30.7
Actuarial (gain)/loss:			
Effect of changes in demographic assumptions	**(3.8)**	(5.9)	(3.8)
Effect of changes in financial assumptions	**54.0**	64.3	(45.2)
Effect of experience adjustments	**4.4**	(5.1)	(3.8)
Benefits paid[2]	**(59.6)**	(140.8)	(75.6)
(Gain)/loss due to exchange rate movements	**(4.2)**	(22.7)	30.0
Settlement payments[3]	**(17.0)**	(47.4)	(70.4)
Transfer to disposal group classified as held for sale	**–**	(148.0)	–
Other[4]	**2.4**	8.0	11.2
Plan liabilities at end of year	**772.7**	767.5	1,024.0

Notes
[1] Includes current service cost, past service costs related to plan amendments and (gain)/loss on settlements and curtailments.
[2] In 2019, there was an amendment to a United States defined benefit plan that allowed certain participants to receive immediate lump sum pay-outs, which totalled £69.7 million.
[3] In 2019 and 2018, the Group completed the transfer of the defined benefit obligations for certain UK plans to an insurer resulting in £47.1 million and £70.4 million, respectively, in settlement payments.
[4] Other includes acquisitions, disposals, plan participants' contributions and reclassifications. The reclassifications represent certain of the Group's defined benefit plans which are included in this note for the first time in the periods presented.

(e) Movement in plan assets
The following table shows an analysis of the movement in the pension plan assets for each accounting period:

	2020 £m	2019 £m	2018 £m
Fair value of plan assets at beginning of year	**608.5**	840.6	930.0
Interest income on plan assets	**14.1**	22.4	26.3
Return on plan assets (excluding interest income)	**57.2**	16.7	(43.9)
Employer contributions	**20.3**	37.1	44.9
Benefits paid[1]	**(59.6)**	(140.8)	(75.6)
(Loss)/gain due to exchange rate movements	**(6.8)**	(15.7)	23.0
Settlement payments[2]	**(17.0)**	(47.4)	(70.4)
Administrative expenses	**(1.9)**	(2.1)	(3.4)
Transfer to disposal group classified as held for sale	**–**	(111.1)	–
Other[3]	**1.8**	8.8	9.7
Fair value of plan assets at end of year	**616.6**	608.5	840.6
Actual return on plan assets	**71.3**	39.1	(17.6)

Notes
[1] In 2019, there was an amendment to a United States defined benefit plan that allowed certain participants to receive immediate lump sum pay-outs, which totalled £69.7 million.
[2] In 2019 and 2018, the Group completed the transfer of the defined benefit obligations for certain UK plans to an insurer resulting in £47.1 million and £70.4 million, respectively, in settlement payments.
[3] Other includes acquisitions, disposals, plan participants' contributions and reclassifications. The reclassifications represent certain of the Group's defined benefit plans which are included in this note for the first time in the periods presented.

25. Risk management policies

Foreign currency risk
The Group's results in pounds sterling are subject to fluctuation as a result of exchange rate movements. The Group does not hedge this translation exposure to its earnings but does partially hedge the currency element of its net assets using foreign currency borrowings, cross-currency swaps and forward foreign exchange contracts.

The Group effects these currency net asset hedges by borrowing in the same currencies as the operating (or "functional") currencies of its main operating units. The majority of the Group's debt is therefore denominated in US dollars, pounds sterling and euros. The Group's borrowings at 31 December 2020 were primarily made up of $2,167 million, £1,094 million and €2,600 million (2019: $1,563 million, £844 million and €2,600 million). The Group's average gross debt during the course of 2020 was $2,311 million, £999 million and €2,409 million (2019: $2,509 million, £947 million and €3,128 million).

The Group's operations conduct the majority of their activities in their own local currency and consequently the Group has no significant transactional foreign exchange exposures arising from its operations. Any significant cross-border trading exposures are hedged by the use of forward foreign-exchange contracts. No speculative foreign exchange trading is undertaken.

Interest rate risk
The Group is exposed to interest rate risk on both interest-bearing assets and interest-bearing liabilities. The Group has a policy of actively managing its interest rate risk exposure while recognising that fixing rates on all its debt eliminates the possibility of benefiting from rate reductions and similarly, having all its debt at floating rates unduly exposes the Group to increases in rates.

Including the effect of interest rate and cross-currency swaps, 100% of the year-end US dollar debt is at fixed rates averaging 4.06% for an average period of 70 months; 100% of the sterling debt is at a fixed rate of 3.21% for an average period of 167 months; 90.4% of the euro debt is at fixed rates averaging 2.20% for an average period of 79 months and 9.6% of the euro debt is at floating rates averaging 0.04% for an average of 15 months.

Going concern and liquidity risk
In considering going concern and liquidity risk, the Directors have reviewed the Group's future cash requirements and earnings projections. The Directors believe these forecasts have been prepared on a prudent basis and have also considered the impact of a range of potential changes to trading performance. The Company's forecasts and projections, taking account of (i) reasonably possible declines in revenue less pass-through costs; (ii) remote declines in revenue less pass-through costs for stress-testing purposes as a consequence of the Covid-19 pandemic compared to 2020; and considering the Group's bank covenant and liquidity headroom and cost mitigation actions which are and which could be implemented, show that the Company and the Group would be able to operate with appropriate liquidity and within its banking covenants and be able to meet its liabilities as they fall due. The Company modelled a range of revenue less pass-through costs up to a decline of 30% compared with the year ended 31 December 2020 and a number of mitigating cost actions that are available to the Company. The Directors have concluded that the Group will be able to operate within its current facilities and comply with its banking covenants for the foreseeable future and therefore believe it is appropriate to prepare the financial statements of the Group on a going concern basis and that there are no material uncertainties which gives rise to a significant going concern risk.

At 31 December 2020, the Group has access to £7.1 billion of committed facilities with maturity dates spread over the years 2021 to 2046 as illustrated below:

		2021 £m	2022 £m	2023 £m	2024 £m	2025+ £m
£ bonds £400m (2.875% 2046)	**400.0**					400.0
US bond $220m (5.625% 2043)	**160.8**					160.8
US bond $93m (5.125% 2042)	**67.9**					67.9
£ bonds £250m (3.75% 2032)	**250.0**					250.0
Eurobonds €600m (1.625% 2030)	**537.3**					537.3
Eurobonds €750m (2.375% 2027)	**671.7**					671.7
Eurobonds €750m (2.25% 2026)	**671.7**					671.7
Eurobonds €500m (1.375% 2025)	**447.8**					447.8
Bank revolver ($2,500m 2025)	**1,828.8**					1,828.8
US bond $750m (3.75% 2024)	**548.6**				548.6	
Eurobonds €750m (3.0% 2023)	**671.7**			671.7		
US bond $500m (3.625% 2022)	**365.8**		365.8			
Eurobonds €250m (3m EURIBOR + 0.45% 2022)	**223.9**		223.9			
Bank revolver (A$150m 2021, A$270m 2023)	**236.7**	84.5		152.2		
Total committed facilities available	**7,082.7**	**84.5**	**589.7**	**823.9**	**548.6**	**5,036.0**
Drawn down facilities at 31 December 2020	**5,059.5**	42.3	589.7	671.7	548.6	3,207.2
Undrawn committed credit facilities	**2,023.2**					

25. Risk management policies (continued)

Given the strong cash generation of the business, its debt maturity profile and available facilities, the Directors believe the Group has sufficient liquidity to match its requirements for the foreseeable future.

Treasury activities
Treasury activity is managed centrally from London, New York and Hong Kong, and is principally concerned with the monitoring of working capital, managing external and internal funding requirements and the monitoring and management of financial market risks, in particular interest rate and foreign exchange exposures.

The treasury operation is not a profit centre and its activities are carried out in accordance with policies approved by the Board of Directors and subject to regular review and audit.

The Group manages liquidity risk by ensuring continuity and flexibility of funding even in difficult market conditions. Undrawn committed borrowing facilities are maintained in excess of peak net-borrowing levels and debt maturities are closely monitored. Targets for debt less cash position are set on an annual basis and, to assist in meeting this, working capital targets are set for all the Group's major operations.

Capital risk management
The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, which includes the borrowings disclosed in note 10, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in the consolidated statement of changes in equity and in notes 27 and 28.

Credit risk
The Group's principal financial assets are cash and short-term deposits, trade and other receivables and investments, the carrying values of which represent the Group's maximum exposure to credit risk in relation to financial assets, as shown in note 26.

The Group's credit risk is primarily attributable to its trade receivables. The majority of the Group's trade receivables are due from large national or multinational companies where the risk of default is considered low. The amounts presented in the consolidated balance sheet are net of allowances for doubtful receivables, estimated by the Group's management based on expected losses, prior experience and their assessment of the current economic environment. A relatively small number of clients make up a significant percentage of the Group's debtors, but no single client represents more than 7% of total trade receivables as at 31 December 2020.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies or banks that have been financed by their government.

A relatively small number of clients contribute a significant percentage of the Group's consolidated revenues. The Group's clients generally are able to reduce advertising and marketing spending or cancel projects at any time for any reason. There can be no assurance that any of the Group's clients will continue to utilise the Group's services to the same extent, or at all, in the future. Clients can reduce their marketing spend, terminate contracts, or cancel projects on short notice. The loss of one or more of our largest clients, if not replaced by new accounts or an increase in business from existing clients, would adversely affect our financial condition.

Sensitivity analysis
The following sensitivity analysis addresses the effect of currency and interest rate risks on the Group's financial instruments. The analysis assumes that all hedges are highly effective.

Currency risk
A 10% weakening of sterling against the Group's major currencies would result in the following losses, which would arise on the retranslation of foreign currency denominated borrowings and derivatives. These losses would be partially offset in equity by a corresponding gain arising on the retranslation of the Group's foreign currency net assets. A 10% strengthening of sterling would have an equal and opposite effect.

	2020 £m	2019[1] £m
US dollar	**159.1**	240.5
Euro	**167.2**	153.0

Note
[1] Figures have been restated as described in the accounting policies.

25. Risk management policies (continued)

Interest rate risk
A one percentage point increase in market interest rates for all currencies in which the Group had cash and borrowings at 31 December 2020 would increase profit before tax by approximately £40.9 million (2019: £22.6 million). A one percentage decrease in market interest rates would have an equal and opposite effect. This has been calculated by applying the interest rate change to the Group's variable rate cash and borrowings.

26. Financial instruments

Currency derivatives
The Group utilises currency derivatives to hedge significant future transactions and cash flows and the exchange risk arising on translation of the Group's investments in foreign operations. The Group is a party to a variety of foreign currency derivatives in the management of its exchange rate exposures. The instruments purchased are primarily denominated in the currencies of the Group's principal markets.

The Group also designates certain cross currency swaps as hedging instruments in cash flow hedges to manage its exposure to foreign exchange movements on its borrowings. Contracts due in November 2023 have receipts of €500.0 million and payments of $604.2 million.

At 31 December 2020, the fair value of the Group's currency derivatives is estimated to be a net liability of approximately £1.6 million (2019: £21.2 million). These amounts are based on market values of equivalent instruments at the balance sheet date, comprising £9.6 million (2019: £nil) assets included in trade and other receivables and £11.2 million (2019: £21.2 million) liabilities included in trade and other payables. The amounts taken to and deferred in equity during the year for currency derivatives that are designated and effective hedges was a credit of £9.7 million (2019: £nil) for net investment hedges and a debit of £5.9 million (2019: £nil) for cash flow hedges. 2019 figures have been restated as described in the accounting policies.

Changes in the fair value relating to the ineffective portion of the currency derivatives that are designated hedges amounted to £nil (2019: £nil) At the balance sheet date, the total nominal amount of outstanding forward foreign exchange contracts not designated as hedges was £304.6 million (2019: £151.7 million). The Group estimates the fair value of these contracts to be a net liability of £1.6 million (2019: £0.1 million).

These arrangements are designed to address significant exchange exposure and are renewed on a revolving basis as required.

Interest rate swaps
The Group uses interest rate swaps as hedging instruments in fair value hedges to manage its exposure to interest rate movements on its borrowing. There were no interest rate swaps in existence throughout 2020. During 2019, the Group terminated contracts that had a nominal value of $812 million which had fixed rate receipts of 4.75% and floating interest payments averaging LIBOR plus 2.34% until November 2021. The Group also terminated contracts in 2019 that had a nominal value of $500 million which had fixed rate receipts of 3.63% and floating interest payments averaging LIBOR plus 1.52% until September 2022.

26. Financial instruments (continued)

An analysis of the Group's financial assets and liabilities by accounting classification is set out below:

	Derivatives in designated hedge relationships	Held at fair value through profit or loss	Held at fair value through other comprehensive income	Amortised cost	Carrying value
	£m	£m	£m	£m	£m
2020					
Other investments	–	263.3	124.0	–	387.3
Cash and short-term deposits	–	–	–	12,899.1	12,899.1
Bank overdrafts, bonds and bank loans	–	–	–	(8,619.2)	(8,619.2)
Bonds and bank loans	–	–	–	(4,975.5)	(4,975.5)
Trade and other receivables: amounts falling due within one year	–	–	–	6,989.3	6,989.3
Trade and other receivables: amounts falling due after more than one year	–	–	–	110.1	110.1
Trade and other payables: amounts falling due within one year	–	–	–	(10,268.0)	(10,268.0)
Trade and other payables: amounts falling due after more than one year	–	–	–	(0.9)	(0.9)
Derivative assets	9.6	0.2	–	–	9.8
Derivative liabilities	(6.3)	(6.7)	–	–	(13.0)
Payments due to vendors (earnout agreements) (note 20)	–	(114.3)	–	–	(114.3)
Liabilities in respect of put options	–	(110.7)	–	–	(110.7)
	3.3	**31.8**	**124.0**	**(3,865.1)**	**(3,706.0)**

26. Financial instruments (continued)

	Held at fair value through profit or loss	Held at fair value through other comprehensive income	Amortised cost	Carrying value
	£m	£m	£m	£m
2019				
Other investments	255.7	242.6	–	498.3
Cash and short-term deposits[1]	–	–	11,305.7	11,305.7
Bank overdrafts, bonds and bank loans[1]	–	–	(8,798.0)	(8,798.0)
Bonds and bank loans	–	–	(4,047.3)	(4,047.3)
Trade and other receivables: amounts falling due within one year	–	–	7,530.8	7,530.8
Trade and other receivables: amounts falling due after more than one year	–	–	59.3	59.3
Trade and other payables: amounts falling due within one year	–	–	(10,191.6)	(10,191.6)
Trade and other payables: amounts falling due after more than one year	–	–	(2.6)	(2.6)
Derivative assets	1.4	–	–	1.4
Derivative liabilities[1]	(22.7)	–	–	(22.7)
Payments due to vendors (earnout agreements) (note 20)[1]	(243.7)	–	–	(243.7)
Liabilities in respect of put options[1]	(204.5)	–	–	(204.5)
	(213.8)	242.6	(4,143.7)	(4,114.9)

Note
[1] Figures have been restated as described in the accounting policies.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices);

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1 £m	Level 2 £m	Level 3 £m
2020			
Derivatives in designated hedge relationships			
Derivative assets	–	9.6	–
Derivative liabilities	–	(6.3)	–
Held at fair value through profit or loss			
Other investments	0.1	–	263.2
Derivative assets	–	0.2	–
Derivative liabilities	–	(6.7)	–
Payments due to vendors (earnout agreements) (note 20)	–	–	(114.3)
Liabilities in respect of put options	–	–	(110.7)
Held at fair value through other comprehensive income			
Other investments	20.6	–	103.4

26. Financial instruments (continued)

	Level 1 £m	Level 2[1] £m	Level 3[1] £m
2019			
Held at fair value through profit or loss			
Other investments	–	–	255.7
Derivative assets	–	1.4	–
Derivative liabilities	–	(22.7)	–
Payments due to vendors (earnout agreements) (note 20)	–	–	(243.7)
Liabilities in respect of put options	–	–	(204.5)
Held at fair value through other comprehensive income			
Other investments	42.2	–	200.4

Note
[1] Figures have been restated as described in the accounting policies.

There have been no transfers between these levels in the years presented.

Reconciliation of level 3 fair value measurements[1]:

	Liabilities in respect of put options[2] £m	Other investments £m
1 January 2019	(208.0)	538.2
(Losses)/gains recognised in the income statement	(30.1)	9.1
Losses recognised in other comprehensive income	–	(55.4)
Exchange adjustments	6.9	–
Additions	(34.8)	18.2
Disposals	–	(53.4)
Cancellations	9.7	–
Transfer to disposal group classified as held for sale	31.0	(0.6)
Settlements	20.8	–
31 December 2019	(204.5)	456.1
Gains recognised in the income statement	12.3	7.9
Losses recognised in other comprehensive income	–	(106.1)
Exchange adjustments	2.3	–
Additions	(4.2)	15.9
Disposals	–	(7.0)
Reclassification from other investments to interests in associates	–	(0.2)
Cancellations	30.5	–
Settlements	52.9	–
31 December 2020	**(110.7)**	**366.6**

Notes
[1] The reconciliation of payments due to vendors (earnout agreements) is presented in note 20.
[2] Figures have been restated as described in the accounting policies.

The fair values of financial assets and liabilities are based on quoted market prices where available. Where the market value is not available, the Group has estimated relevant fair values on the basis of available information from outside sources. There have been no movements between level 3 and other levels.

Payments due to vendors and liabilities in respect of put options
Future anticipated payments due to vendors in respect of contingent consideration (earnout agreements) are recorded at fair value, which is the present value of the expected cash outflows of the obligations. Liabilities in respect of put option agreements are initially recorded at the present value of the redemption amount in accordance with IAS 32. After recognition, the liability is remeasured in accordance with IFRS 9 and is subject to the estimation of future performance of the business acquired. Changes in the estimation result in re-measurement of the liability through the income statement. Both types of obligations are dependent on the future financial performance of the entity and it is assumed that future profits are in line with Directors' estimates. The Directors derive their estimates from internal business plans together with financial due diligence performed in connection with the acquisition. At 31 December 2020, the weighted average growth rate in estimating future financial performance was 14.8% (2019: 19.5%), which reflects the prevalence of acquisitions in the faster-growing markets and new media sectors. The decrease in the weighted average growth rate from 19.5% to 14.8% is due primarily to completed, settled or cancelled obligations and partially due to the effects of Covid-19 to the future financial performance of the entity. The weighted average of the risk-adjusted discount rate applied to these obligations at 31 December 2020 was approximately 4.0% (2019: 3.2%).

26. Financial instruments (continued)

A one percentage point increase or decrease in the growth rate in estimated future financial performance would increase or decrease the combined liabilities due to earnout agreements and put options by approximately £1.5 million (2019: £3.8 million) and £1.4 million (2019: £6.6 million), respectively. A 0.5 percentage point increase or decrease in the risk-adjusted discount rate would decrease or increase the combined liabilities by approximately £2.0 million (2019: £3.9 million) and £2.0 million (2019: £4.0 million), respectively. An increase in the liability would result in a loss in the revaluation of financial instruments, while a decrease would result in a gain.

Other investments
The fair value of other investments included in level 1 is based on quoted market prices. Other investments included in level 3 are unlisted securities, where market value is not readily available. The Group has estimated relevant fair values on the basis of information from outside sources using the most appropriate valuation technique, including all external funding rounds, revenue and EBITDA multiples, the share of fund net asset value and discounted cash flows. Certain investments are valued using revenue multiples. An increase or decrease in this multiple of 0.5 times revenue would result in an increase or decrease in the value of investments of £24.2 million, which would result in a credit or charge to the income statement of £1.5 million and equity of £22.7 million. The sensitivity to changes in unobservable inputs is specific to each individual investment.

27. Authorised and issued share capital

Authorised		
At 1 January 2018	1,750,000,000	175.0
At 31 December 2018	1,750,000,000	175.0
At 31 December 2019	1,750,000,000	175.0
At 31 December 2020	1,750,000,000	175.0

Issued and fully paid		
At 1 January 2018	**1,332,511,552**	**133.3**
Exercise of share options	166,675	–
At 31 December 2018	**1,332,678,227**	**133.3**
Exercise of share options	75,625	–
Share cancellations	(4,586,039)	(0.5)
At 31 December 2019	**1,328,167,813**	**132.8**
Exercise of share options	1,000	–
Share cancellations	(32,088,571)	(3.2)
At 31 December 2020	**1,296,080,242**	**129.6**

Company's own shares
The Company's holdings of own shares are stated at cost and represent shares held in treasury and purchases by the Employee Share Ownership Plan (ESOP) trusts of shares in the Company for the purpose of funding certain of the Group's share-based incentive plans.

The trustees of the ESOP purchase the Company's ordinary shares in the open market using funds provided by the Company. The Company also has an obligation to make regular contributions to the ESOP to enable it to meet its administrative costs. The number and market value of the ordinary shares of the Company held by the ESOP at 31 December 2020 was 4,863,244 (2019: 9,219,837), and £38.9 million (2019: £98.3 million) respectively. The number and market value of ordinary shares held in treasury at 31 December 2020 was 70,748,100 (2019: 70,787,730) and £566.0 million (2019: £755.0 million) respectively.

Share options
WPP Executive Share Option Scheme (WPP)
As at 31 December 2020, unexercised options over ordinary shares of 6,741 have been granted under the WPP Executive Share Option Scheme as follows:

Number of ordinary shares under option	Exercise price per share (£)	Exercise dates
3,696	8.333	2015 - 2022
3,045	10.595	2016 - 2023

27. Authorised and issued share capital (continued)

WPP Worldwide Share Ownership Programme (WWOP)
As at 31 December 2020, unexercised options over ordinary shares of 1,330,679 and unexercised options over ADRs of 233,799 have been granted under the WPP Worldwide Share Ownership Programme as follows:

Number of ordinary shares under option	Exercise price per share (£)	Exercise dates
45,325	6.268	2014 - 2021
7,250	6.268	2015 - 2021
88,604	8.458	2015 - 2022
28,125	13.145	2017 - 2021
897,100	13.145	2017 - 2024
4,250	13.145	2018 - 2024
259,150	13.505	2016 - 2023
875	13.505	2017 - 2023

Number of ADRs under option	Exercise price per ADR ($)	Exercise dates
14,930	49.230	2014 - 2021
25,234	67.490	2015 - 2022
105,545	102.670	2017 - 2024
88,090	110.760	2016 - 2023

WPP Share Option Plan 2015 (WSOP)
As at 31 December 2020, unexercised options over ordinary shares of 11,276,225 and unexercised options over ADRs of 1,332,900 have been granted under the WPP Share Option Plan as follows:

Number of ordinary shares under option	Exercise price per share (£)	Exercise dates
14,875	7.344	2023 - 2027
3,109,225	7.344	2023 - 2030
10,500	8.372	2021 - 2025
1,920,375	8.372	2021 - 2028
12,375	9.600	2022 - 2026
2,336,975	9.600	2022 - 2029
10,375	13.085	2020 - 2024
1,538,225	13.085	2020 - 2027
37,625	15.150	2018 - 2022
1,042,700	15.150	2018 - 2025
5,125	15.150	2019 - 2025
8,125	17.055	2019 - 2023
1,229,725	17.055	2019 - 2026

Number of ADRs under option	Exercise price per ADR ($)	Exercise dates
364,225	48.950	2023 - 2030
229,810	53.140	2021 - 2028
287,790	62.590	2022 - 2029
180,155	88.260	2020 - 2027
150,955	105.490	2020 - 2026
119,965	115.940	2018 - 2025

The aggregate status of the WPP Share Option Plans during 2020 was as follows:

Movements on options granted (represented in ordinary shares)

	1 January 2020	Granted	Exercised	Forfeited	Outstanding 31 December 2020	Exercisable 31 December 2020
WPP	6,741	–	–	–	6,741	–
WWOP	4,701,924	–	(1,000)	(2,201,250)	2,499,674	127,225
WSOP	20,397,150	4,990,300	–	(7,446,725)	17,940,725	6,094,275
	25,105,815	4,990,300	(1,000)	(9,647,975)	20,447,140	6,221,500

27. Authorised and issued share capital (continued)

Weighted-average exercise price for options over

	1 January 2020	Granted	Exercised	Forfeited	Outstanding 31 December 2020	Exercisable 31 December 2020
Ordinary shares (£)						
WPP	9.355	–	–	–	9.355	–
WWOP	12.421	–	6.268	12.229	12.631	6.268
WSOP	12.121	7.344	–	12.530	10.596	7.344
ADRs ($)						
WWOP	96.744	–	–	94.083	98.509	49.230
WSOP	79.798	48.950	–	82.605	70.363	50.571

Options over ordinary shares
Outstanding

Range of exercise prices £	Weighted average exercise price £	Weighted average contractual life Months
6.268-17.055	10.810	91

Options over ADRs
Outstanding

Range of exercise prices $	Weighted average exercise price $	Weighted average contractual life Months
48.950-115.940	74.563	89

As at 31 December 2020 there was £7.2 million (2019: £7.3 million) of total unrecognised compensation costs related to share options. That cost is expected to be recognised over a weighted average period of 20 months (2019: 19 months).

Share options are satisfied out of newly issued shares.

The weighted average fair value of options granted in the year calculated using the Black-Scholes model was as follows:

	2020	2019	2018
Fair value of UK options (shares)	128.0p	117.0p	107.0p
Fair value of US options (ADRs)	$8.95	$8.49	$8.09
Weighted average assumptions			
UK risk-free interest rate	-0.02%	0.57%	0.78%
US risk-free interest rate	0.31%	1.61%	2.74%
Expected life (months)	48	48	48
Expected volatility	34%	24%	24%
Dividend yield	4.2%	3.8%	3.5%

Options are issued at an exercise price equal to market value on the date of grant.

The average share price of the Group for the year ended 31 December 2020 was £6.96 (2019: £9.39, 2018: £11.56) and the average ADR price for the same period was $44.56 (2019: $59.93, 2018: $77.31).

Expected volatility is sourced from external market data and represents the historical volatility in the Company's share price over a period equivalent to the expected option life.

Expected life is based on a review of historical exercise behaviour in the context of the contractual terms of the options, as described in more detail below.

Terms of share option plans
In 2015, the Group introduced the Share Option Plan 2015 to replace both the "all-employee" Worldwide Share Ownership Plan and the discretionary Executive Stock Option Plan. Two kinds of options over ordinary shares can be granted, both with a market value exercise price. Firstly, options can be granted to employees who have worked at a company owned by WPP plc for at least two years which are not subject to performance conditions. Secondly, options may be granted on a discretionary basis subject to the satisfaction of performance conditions.

The Worldwide Share Ownership Programme was open for participation to employees with at least two years' employment in the Group. It was not available to those participating in other share-based incentive programmes or to Executive Directors. The vesting period for each grant is three years and there are no performance conditions other than continued employment with the Group.

The Executive Stock Option Plan has historically been open for participation to WPP Group Leaders, Partners and High Potential Group. It is not currently offered to Parent Company Executive Directors. The vesting period is three years and performance conditions include achievement of various TSR (Total Shareholder Return) and EPS (Earnings Per Share) objectives, as well as continued employment. The terms of these stock options are such that if, after nine years and eight months, the performance conditions have not been met, the stock option will vest automatically.

The Group grants stock options with a life of ten years, including the vesting period.

28. Other reserves

Other reserves comprise the following:

	Capital redemption reserve £m	Equity reserve[1] £m	Revaluation Reserve	Translation reserve[1] £m	Total other reserves[1] £m
1 January 2018	2.7	(212.1)	303.4	1,025.1	1,119.1
Exchange adjustments on foreign currency net investments	–	–	–	275.0	275.0
Accounting policy change (IFRS 9)[2]	–	–	(303.4)	(104.0)	(407.4)
Recognition and remeasurement of financial instruments	–	(24.3)	–	–	(24.3)
31 December 2018	2.7	(236.4)	–	1,196.1	962.4
Exchange adjustments on foreign currency net investments	–	–	–	(607.1)	(607.1)
Exchange adjustments recycled to the income statement on disposal of discontinued operations	–	–	–	(284.0)	(284.0)
Share cancellations	0.5	–	–	–	0.5
Recognition and remeasurement of financial instruments	–	10.6	–	–	10.6
Share purchases – close period commitments	–	(252.3)	–	–	(252.3)
31 December 2019	3.2	(478.1)	–	305.0	(169.9)
Exchange adjustments on foreign currency net investments	–	–	–	27.5	27.5
Exchange adjustments recycled to the income statement on disposal of discontinued operations	–	–	–	(20.6)	(20.6)
Share cancellations	3.2	–	–	–	3.2
Recognition and remeasurement of financial instruments	–	103.5	–	–	103.5
Share purchases – close period commitments	–	252.3	–	–	252.3
31 December 2020	**6.4**	**(122.3)**	–	**311.9**	**196.0**

Note
[1] Figures have been restated as described in the accounting policies.
[2] Due to the adoption of IFRS 9, cumulative gains and losses on revaluation of available for sale investments have been transferred to retained earnings.

29. Acquisitions

The Group accounts for acquisitions in accordance with IFRS 3 Business Combinations. IFRS 3 requires the acquiree's identifiable assets, liabilities and contingent liabilities (other than non-current assets or disposal groups held for sale) to be recognised at fair value at acquisition date. In assessing fair value at acquisition date, management make their best estimate of the likely outcome where the fair value of an asset or liability may be contingent on a future event. In certain instances, the underlying transaction giving rise to an estimate may not be resolved

29. Acquisitions (continued)

until some years after the acquisition date. IFRS 3 requires the release to profit of any acquisition reserves which subsequently become excess in the same way as any excess costs over those provided at acquisition date are charged to profit. At each period end management assess provisions and other balances established in respect of acquisitions for their continued probability of occurrence and amend the relevant value accordingly through the consolidated income statement or as an adjustment to goodwill as appropriate under IFRS 3.

Goodwill arising from acquisitions represents the value of synergies with our existing portfolio of businesses and skilled staff to deliver services to our clients.

Non-controlling interests in acquired companies are measured at the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

The contribution to revenue and operating profit of acquisitions completed in the year was not material. There were no material acquisitions completed in the year ended 31 December 2020 or between 31 December 2020 and the date the financial statements have been authorised for issue. There were no material acquisitions completed in the year ended 31 December 2019.

Acquisitions in 2018
The Group acquired a number of subsidiaries in the year. The following table sets out the book values of the identifiable assets and liabilities acquired and their fair value to the Group. The fair value adjustments for certain acquisitions have been determined provisionally at the balance sheet date.

	Book value at acquisition £m	Fair value adjustments £m	Fair value to Group £m
Intangible assets	–	40.3	40.3
Property, plant and equipment	3.1	–	3.1
Cash	5.0	–	5.0
Trade receivables due within one year	43.7	–	43.7
Other current assets	20.3	–	20.3
Total assets	**72.1**	**40.3**	**112.4**
Current liabilities	(42.8)	–	(42.8)
Trade and other payables due after one year	(2.4)	(13.5)	(15.9)
Deferred tax liabilities	–	(9.9)	(9.9)
Provisions	–	(0.4)	(0.4)
Total liabilities	**(45.2)**	**(23.8)**	**(69.0)**
Net assets	**26.9**	**16.5**	**43.4**
Non-controlling interests			(6.3)
Fair value of equity stake in associate undertakings before acquisition of controlling interest			(3.1)
Goodwill			141.6
Consideration			175.6
Consideration satisfied by:			
Cash			127.4
Payments due to vendors			48.2

Goodwill arising from acquisitions represents the value of synergies with our existing portfolio of businesses and skilled staff to deliver services to our clients. Goodwill that is expected to be deductible for tax purposes is £65.3 million.

Non-controlling interests in acquired companies are measured at the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

The contribution to revenue and operating profit of acquisitions completed in the year was not material.

30. Related party transactions

From time to time the Group enters into transactions with its associate undertakings.

The Group has continuing transactions with Kantar, including sales, purchases, the provision of IT services, subleases and property related items. None of these were material in the period after 5 December 2019, when Kantar became an associate, to 31 December 2019, or in 2020.

In 2020, revenue of £90.6 million was reported in relation to Compas, an associate in the United States. All other transactions in the periods presented were immaterial.

The following amounts were outstanding at 31 December:

	2020 £m	2019 £m
Amounts owed by related parties		
Kantar	**39.0**	87.5
Other	**27.9**	87.5
	66.9	175.0
Amounts owed to related parties		
Kantar	**(5.6)**	(36.5)
Other	**(36.0)**	(49.6)
	(41.6)	(86.1)

31. Reconciliation of operating profit to headline operating profit

Reconciliation of operating (loss)/profit to headline operating profit:

Continuing operations	**2020 £m**	2019 £m	2018[1] £m
Operating (loss)/profit	**(2,278.1)**	1,295.9	1,245.3
Amortisation and impairment of acquired intangible assets	**89.1**	121.5	201.8
Goodwill impairment	**2,822.9**	47.7	176.5
Gains on disposal of investments and subsidiaries	**(7.8)**	(40.4)	(237.9)
Gains on remeasurement of equity interests arising from a change in scope of ownership	**(0.6)**	(0.4)	(2.0)
Investment and other write-downs	**296.2**	7.5	2.0
Litigation settlement	**25.6**	(16.8)	–
Gain on sale of freehold property in New York	**–**	(7.9)	–
Restructuring and transformation costs	**80.7**	153.5	265.5
Restructuring costs in relation to Covid-19	**232.5**	–	–
Headline operating profit	**1,260.5**	1,560.6	1,651.2

Note
[1] Figures have been restated as described in the accounting policies.

Headline operating profit is one of the metrics that management uses to assess the performance of the business.

Exhibit 2.13

DESCRIPTION OF WPP PLC
SHARE CAPITAL AND AMERICAN DEPOSITARY SHARES

Set forth below is certain information concerning the share capital and American Depositary Shares ("ADSs") of WPP plc ("WPP"), a company incorporated in Jersey under the Companies (Jersey) Law 1991 (as amended) (the "Jersey Companies Law"), including a summary of certain provisions of the memorandum and articles of association of WPP and the Deposit Agreement, dated as of January 2, 2013, among WPP, Citibank, N.A, as depositary (the "Depositary"), and the holders and beneficial owners of ADSs issued thereunder (the "Deposit Agreement"). Each ADS represents five ordinary shares of 10p each in the capital of WPP. Such information and summary do not purport to be complete and are qualified in their entirety by reference to the full text of the memorandum and articles of association and the Deposit Agreement.

DESCRIPTION OF WPP ORDINARY SHARES

General

WPP is a public limited company incorporated under the name "WPP plc" in Jersey with registered number 111714.

The authorised share capital of WPP is £175,000,000 divided into 1,750,000,000 ordinary shares of 10p each. WPP has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of WPP.

WPP ordinary shares are represented in certificated form and also in uncertificated form under "CREST." CREST is an electronic settlement system that enables WPP ordinary shares to be evidenced other than by a physical certificate and transferred electronically rather than by delivery of a physical certificate. All WPP ordinary shares, including those underlying the WPP ADSs to be issued upon conversion of the notes:

- may be represented by certificates in registered form issued (subject to the terms of issue of the shares) by WPP's registrars, Computershare Investor Services (Jersey) Limited,13 Castle Street, St Helier, Jersey, JE1 1ES; or
- may be in uncertificated form with the relevant CREST member account being credited with the WPP ordinary shares issued.

The following summarises certain provisions of our memorandum and articles of association and applicable Jersey law. This summary is qualified in its entirety by reference to the Jersey Companies Law and our memorandum and articles of association. A copy of our memorandum and articles of association in the form adopted by special resolution passed on 5 November 2012 is filed as an exhibit to a Form 6-K report filed with the Securities and Exchange Commission on 2 January 2013.

Objects and Purposes

Under the Jersey Companies Law, the capacity of a Jersey company is not limited by anything contained in its memorandum or articles of association. Accordingly, the memorandum of association of a Jersey company does not contain an objects clause.

Rights attaching to WPP ordinary shares

Voting rights of share owners – subject to disenfranchisement in the event of: (A) non-payment of any call or other sum due and payable in respect of any ordinary share; or (B) any non-compliance with any notice requiring disclosure of the beneficial ownership of any ordinary shares and subject to any special rights or restrictions as to voting for the time being attached to any ordinary shares (as to which there are none at present), on a show of hands every qualifying person (i.e. share owner, proxy or authorised corporate representative) present has one vote other than every proxy appointed by more than one member entitled to vote on the resolution who has two votes, one vote for and one against the resolution if: (i) one or more of the members instructed him to vote for and one or more of the members instructed him to vote against the resolution; or (ii) one or more of the members instructed him to vote for the resolution and one or more of the members gave him discretion as to how to vote and he exercises his discretion by voting against the resolution; or (iii) one or more of the members instructed him to vote against the resolution and one or more of the members gave him discretion as to how to vote and he exercises his discretion by voting for the resolution, and on a poll every share owner present in person or by proxy has one vote for every ordinary share of which he or she is a holder, except that any proxy who has been appointed by the Depositary shall have such number of votes as equals the number of ordinary shares in relation to which such proxy has been appointed. In the case of joint holders, the vote of the person whose name stands first in the register of members and who tenders a vote is accepted to the exclusion of any votes tendered by any other joint holders.

Return of capital on a winding up – the liquidator may, with the sanction of a special resolution of WPP and any other sanction required by the Statutes: (A) divide among the WPP share owners *in specie* the whole or any part of the assets of WPP; or (B) vest the whole or any part of the assets in trustees on such trusts for the benefit of share owners as the liquidator shall think fit, but no share owner shall be compelled to accept any assets upon which there is any liability. The "Statutes" means the Jersey Companies Law and every other statute, statutory instrument, regulation or order, for the time being in force, concerning companies registered under the Jersey Companies Law, including the Electronic Communication (Jersey) Law 2000 and the Companies (Uncertificated Securities) (Jersey) Order 1999 (as amended).

Capitalisation of reserves

The board of directors may, with the authority of an ordinary resolution of WPP: (A) resolve to capitalise any sum standing to the credit of any reserve account of WPP (including share premium account and capital redemption reserve) or any sum standing to the credit of profit and loss account not required for the payment of any preferential dividend (whether or not it is available for distribution); and (B) appropriate that sum as capital to the share owners in proportion to the nominal amount of the ordinary shares held by them respectively and apply that sum on their behalf in paying up in full any unissued ordinary shares or debentures of WPP of a nominal amount equal to that sum and allot the ordinary shares or debentures credited as fully paid to those share owners, or as they may direct, in those proportions or in paying up the whole or part of any amounts that are unpaid in respect of any issued ordinary shares held by them respectively, or otherwise deal with such sum as directed by the resolution, provided that the share premium account and the capital redemption reserve and any sum not available for distribution in accordance with the Statutes may only be applied in paying up unissued ordinary shares to be allotted credited as fully paid up.

Transfer of ordinary shares

Subject to any restrictions in the articles of association, a share owner may transfer all or any of his ordinary shares in any manner that is permitted by the Statutes and is from time to time approved by the board of directors. WPP shall register the transfer of any ordinary shares held in uncertificated form by means of a relevant system in accordance with the Statutes. The board of directors may, in its absolute discretion, refuse to register any transfer of an uncertificated share where permitted by articles of association and the Statutes.

A share owner may transfer all or any of his certificated ordinary shares by an instrument of transfer in any usual form, or in such other form as the board of directors may approve. The instrument of transfer shall be signed by or on behalf of the transferor and, except in the case of a fully paid share, by or on behalf of the transferee. The board of directors may, in its absolute discretion, refuse to register any transfer of any certificated ordinary share that is not fully paid up (but not so as to prevent dealings in ordinary shares admitted to official listing by the United Kingdom Listing Authority ("UKLA") from taking place on an open and proper basis) or on which WPP has a lien. The board of directors may also refuse to register any instrument of transfer of a certificated ordinary share unless it is lodged at the registered office, or such other place as the board of directors may decide, for registration, accompanied by the share certificate for the ordinary shares to be transferred and such other evidence as the board of directors may reasonably require to prove title of the intending transferor or his right to transfer the ordinary shares and it is in respect of only one class of WPP shares. If the board of directors refuses to register a transfer of a certificated ordinary share it shall, as soon as practicable and in any event within two months after the date on which the instrument of transfer was lodged or the operator-instruction was received, give to the transferee notice of the refusal. The board of directors must provide the transferee with such further information about the reasons for the refusal as the transferee may reasonably request. Unless otherwise agreed by the board of directors in any particular case, the maximum number of persons who may be entered on the register as joint holders of an ordinary share is four.

No provision of Jersey law or our memorandum and articles of association impose any limitations on the right to own WPP shares, including any limitation on the rights of persons to hold or exercise voting rights over shares by virtue only of such persons not being residents of Jersey or the United Kingdom.

Changes in capital

Subject to the provisions of the Jersey Companies Law, WPP may by special resolution:

- increase its share capital;
- consolidate and divide all or any of its share capital into ordinary shares of a larger amount;
- sub-divide all or part of its share capital into ordinary shares of a smaller amount;
- cancel any ordinary shares that have not, at the date of the special resolution, been taken or agreed to be taken by any person and diminish the amount of its authorized share capital by the amount of the ordinary shares so cancelled; or
- alter its share capital in any other manner permitted by the Jersey Companies Law.

Subject to the provisions of the Jersey Companies Law, WPP may:

- purchase ordinary shares, including any redeemable ordinary shares; and
- by special resolution, reduce its share capital and any capital redemption reserve or share premium account.

Unless such rights are disapplied in accordance with its articles of association, WPP shall not allot equity securities to a person on any terms unless:

- it has made an offer to each person who holds ordinary shares in WPP to allot to that person on the same or more favourable terms a proportion of those securities that is, as nearly practicable, equal to the proportion in nominal value held by that person of the ordinary share capital of WPP; and
- the period during which any such offer may be accepted has expired or WPP has received notice of the acceptance or refusal of every offer so made.

The term “equity securities” means a relevant share in WPP (other than subscriber shares) or a right to subscribe for, or to convert securities into relevant shares in WPP. The term “relevant share” means a share in WPP other than a share which, as respects dividends and capital, carries a right to participate only up to a specified amount in a distribution; and a share which has been acquired or is to be acquired, allotted or transferred it in pursuance of an employee share scheme.

The pre-emption provisions do not apply in relation to:

- the allotment of:
  - bonus shares;

    - equity securities if these are, or are to be, wholly or partly paid up otherwise than in cash; and
    - equity securities which would, apart from any renunciation or assignment of the right to their allotment, be held under an employee share scheme; or
- the sale of shares in WPP which immediately before the sale are held by WPP as treasury shares.

Authority to allot securities and disapplication of pre-emption rights

WPP may from time to time pass an ordinary resolution authorizing the board of directors to exercise all the powers of WPP to allot relevant securities up to the nominal amount specified in the resolution. The authority shall expire on the day specified in the resolution, not being more than five years after the date on which the resolution is passed. The term "relevant securities" means shares in WPP other than subscriber shares, or shares allotted pursuant to an employee share scheme, and any right to subscribe for or to convert any security into, shares in WPP. For the avoidance of doubt, any reference to the allotment of relevant securities includes the grant of such a right but not the allotment of shares pursuant to such a right.

On the passing of a special resolution, the board of directors shall have power to allot equity securities wholly for cash as if no pre-emption provisions applied to that allotment, but that power shall be limited: (A) to the allotment of equity securities in connection with a rights issue; and (B) to the allotment (other than in connection with a rights issue) of equity securities having a nominal amount not exceeding in aggregate the sum specified in the special resolution.

Variation of rights

Whenever the share capital of WPP is divided into different classes of shares (which it is not as at the date of this document), all or any of the rights for the time being attached to any class of shares in issue may, subject to the Statutes, be varied, either in such manner as those rights may provide or with the consent in writing of the holders of two-thirds in nominal value of the issued ordinary shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of those ordinary shares. At any separate general meeting, the necessary quorum is two persons holding or representing by proxy at least one-third in nominal amount of the issued ordinary shares of the class in question (but at any adjourned meeting, one person holding ordinary shares of the class or his proxy is a quorum).

Disclosure of interests in WPP's shares

WPP may give a disclosure notice to any person whom it believes is either:

- interested in WPP's shares; or
- has been so interested at any time during the three years on which the disclosure notice is issued.

The disclosure notice may require the person:

- to confirm that fact or (as the case may be) to state whether or not it is the case; and
- if he holds, or has during that time held, any such interest, to give such further information as may be required.

The notice may require the person to whom it is addressed, where either:

- his interest is a present interest and another interest in the shares subsists; or
- another interest in the shares subsisted during that three year period at a time when his interest subsisted,

to give, so far as lies within his knowledge, such particulars with respect to that other interest as may be required by the notice including:

    - the identity of persons interested in the shares in question; and

- whether persons interested in the same shares are or were parties to either an agreement to acquire interests in a particular company, or an agreement or arrangement relating to the exercise of any rights conferred by the holding of the shares.

The notice may require the person to whom it is addressed, where his interest is a past interest, to give (so far as lies within his knowledge) particulars of the identity of the person who held that interest immediately upon his ceasing to hold it.

Failure to provide the information within 14 days after the notice has been given means that the holder of the relevant shares shall not be entitled to vote either personally or by proxy at a shareholders' meeting or to exercise any other right confirmed by membership in relation to shareholder meetings for so long as the default continues (and, if those shares represent at least 0.25 percent of the issued shares of the class, the holder shall not be entitled to receive any payment by way of dividend or to transfer any rights in the shares).

Register of members

The register of members of WPP must be kept and maintained in Jersey.

Uncertificated shares – general powers

Subject to the Jersey Companies Law and the Companies (Uncertificated Securities) (Jersey) Order (1999, as amended), the board of directors may permit any class of ordinary shares to be held in uncertificated form and to be transferred by means of a relevant system and may revoke such permission. In relation to any uncertificated share, WPP may utilise the relevant system in which it is held to the fullest extent available from time to time in the exercise of any of its powers or functions under the Statutes or the articles of association or otherwise in effecting any actions. Any provision in the articles of association in relation to uncertificated shares that is inconsistent with any applicable statutory provision shall not apply. WPP may, by notice to the holder of an uncertificated share, require the holder to change the form of that share to certificated form within such period as may be specified in the notice. For the purpose of effecting any action by WPP, the board of directors may determine that holdings of the same share owner in uncertificated form and in certificated form shall be treated as separate holdings but shares of a class held by a person in uncertificated form shall not be treated as a separate class from shares of that class held by that person in certificated form.

Directors

The WPP directors (other than alternate directors) shall not, unless otherwise determined by an ordinary resolution of WPP, be fewer than six in number.

A director need not be a share owner.

At each annual general meeting every director who held office on the date seven days before the date of the notice of annual general meeting shall retire from office but shall be eligible for re-election.

The directors shall be paid fees not exceeding in aggregate £3,000,000 per annum (or such larger sum as WPP may, by ordinary resolution, determine) as the board of directors may decide to be divided among them. Such fee shall be divided among them in such proportion and manner as they may agree or, failing agreement, equally.

The board of directors may grant special remuneration to any director who performs any special or extra services to, or at the request of, WPP. Special remuneration may be payable to a director in addition to his ordinary remuneration (if any) as a director.

The directors shall also be paid out of the funds of WPP all expenses properly incurred by them in and about the discharge of their duties, including their expenses of travelling to and from the meetings of the board of directors, Committee meetings and general meetings.

The board of directors may exercise all the powers of WPP to: (i) pay, provide, procure or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time a director of WPP or in the employment or service of WPP or of any body corporate that is or was associated with WPP or of the predecessors in business of WPP or any such associated body corporate, or the relatives or dependants of any such person. For that purpose, the board of directors may procure the establishment and maintenance of, or participation in, or contribution to, any pension fund, scheme or arrangement and the payments of any insurance premiums; (ii) establish, maintain, adopt and enable participation in any profit sharing or incentive scheme including shares, share options or cash or any similar schemes for the benefit of any director or employee of WPP or of any associated body corporate, and, subject to any restrictions under applicable legislation, to lend money to any such director or employee or to trustees on their behalf to enable any such schemes to be established, maintained or adopted; and (iii) support and subscribe to any institution or association that may be for the benefit of WPP or of any associated body corporate or any directors or employees of WPP or associated body corporate or their relatives or dependants or connected with any town or place where WPP or an associated body corporate carries on business, and to support and subscribe to any charitable or public object whatsoever.

Subject to any applicable statutory provisions and to declaring his interests in accordance with the articles of association, a director may enter into or be interested in any transaction or arrangement with WPP, either with regard to his tenure of any office or position in the management, administration or conduct of the business of WPP, or as vendor, purchaser or otherwise. A director may hold and be remunerated in respect of any other office or place of profit with WPP (other than the office of auditor of WPP) in conjunction with his office as a director and he (or his firm) may also act in a professional capacity for WPP (except as auditor) and may be remunerated for it.

A director who, to his knowledge, is in any way, whether directly or indirectly, interested in a transaction or arrangement or a proposed transaction or arrangement with WPP or any of its subsidiaries, or if any situation exists in which a director has or can have a direct or indirect interest that conflicts with or may conflict with the interests of WPP, shall disclose to WPP the nature and extent of the interest or situation in accordance with the articles of association.

A director shall not vote or be counted in the quorum at a meeting in respect of any resolution concerning his own appointment (including fixing and varying its terms), or the termination of his own appointment, as the holder of any office or place of profit with WPP or any other company in which WPP is interested but, where proposals are under consideration concerning the appointment (including fixing or varying its terms), or the termination of the appointment, of two or more directors to offices or places of profit with WPP or any company in which WPP is interested, those proposals may be divided and considered in relation to each director separately, and in such case each of the directors concerned (if not otherwise debarred from voting under the articles of association) shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment or the termination of his own appointment.

A director shall not vote (or be counted in the quorum at a meeting) in respect of any transaction or arrangement or other proposal in which he has an interest that (together with any interest of a connected person) is to his knowledge a direct or indirect interest and as may reasonably be required as likely to give rise to a conflict. Notwithstanding the above, a director shall be entitled to vote (and be counted in the quorum) on:
(A) any transaction or arrangement in which he is interested by virtue of an interest in ordinary shares, debentures or other securities of WPP or otherwise in or through WPP; (B) the giving of any guarantee, security or indemnity in respect of money lent or obligations incurred by him or by any other person at the request of, or for the benefit of, WPP or any of its subsidiaries; or a debt or obligation of WPP or any of its subsidiaries for which he himself has assumed responsibility under a guarantee or indemnity or by the giving of security;
(C) (subject to the Statutes) indemnification (including loans made in connection with it) by WPP in relation to the performance of his duties on behalf of WPP or any of its subsidiaries; (D) any issue or offer of ordinary shares, debentures or other securities of WPP or any of its subsidiaries in respect of which he is or may be entitled to participate in his capacity as holder of any such securities or as an underwriter or sub-underwriter;

(E) any transaction or arrangement concerning another company in which he and any connected person do not to his knowledge hold, directly or indirectly as shareholders, or through their direct or indirect holdings of financial instruments (within the meaning of Chapter 5 of the Disclosure and Transparency Rules) voting rights representing one percent or more of any class of shares in the capital of such company; (F) any arrangement for the benefit of employees of WPP or any of its subsidiaries that does not accord to him any privilege or benefit not generally accorded to the employees to whom the arrangement relates; and (G) the purchase or maintenance of insurance for the benefit of the directors or for the benefit of persons including the directors. “Disclosure and Transparency Rules” means the rules and regulations made by the Financial Services Authority in its capacity as the UK Listing Authority under Part VI of the UK Financial Services and Markets Act 2000, as amended, and contained in the UK Listing Authority’s publication of the same name.

WPP shall not make a payment for loss of office to a director unless the payment has been approved by an ordinary resolution of WPP.

General meetings

The board of directors shall convene, and WPP shall hold, an annual general meeting in accordance with the Statutes. Other general meetings shall be held whenever the board of directors thinks fit or on the requisition of WPP share owners in accordance with the Statutes or the articles of association.

An annual general meeting shall be called by not less than 21 days’ written notice and any other general meeting shall be called by not less than 14 clear days’ written notice.

The requisite quorum for general meetings of WPP shall be two qualifying persons, entitled to vote on the business to be transacted at the meeting.

Borrowing powers

The board of directors may exercise all the powers of WPP to borrow money and to mortgage or charge all or any part of its undertaking, property and assets (both present and future) and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligations of WPP or of any third party. The board of directors shall restrict the borrowings of WPP and exercise all voting and other rights or powers of control exercisable by WPP in relation to its subsidiaries (if any) so as to secure (as regards subsidiaries only so far as by such exercise it can secure) that the aggregate principal amount outstanding at any time in respect of all borrowings by the WPP Group (exclusive of any borrowings that are owed by one WPP Group company to another WPP Group company) after deducting the amount of cash deposited will not, without the previous sanction of WPP in general meeting, exceed an amount equal to 2.5 times the adjusted capital and reserves (as defined in the articles of association) or any higher limit fixed by ordinary resolution of WPP that is applicable at the relevant time. “WPP Group” means WPP and its subsidiaries and subsidiary undertakings and, where the context requires, its associated undertakings.

To date, no resolution of the type referred to in the paragraph above has been passed.

Dividends

Declaration of dividends – subject to the provisions of the Jersey Companies Law, WPP may, by ordinary resolution, declare a dividend to be paid to the share owners, according to their respective rights and interests in the profits, and may fix the time for payment of such dividend, but no dividend shall exceed the amount recommended by the board of directors.

Fixed and interim dividends – subject to the provisions of the Jersey Companies Law, the board of directors may pay such interim dividends as appear to the board of directors to be justified by the financial position of WPP and may also pay any dividend payable at a fixed rate at intervals settled by the board of directors whenever the financial position of WPP, in the opinion of the board of directors, justifies its payment. If the board of directors acts in good faith, none of the directors shall incur any liability to the share owners conferring preferred rights for any loss such share owners may suffer in consequence of the lawful payment of an interim dividend on any shares having non-preferred or deferred rights.

Calculation and currency of dividends – except insofar as the rights attaching to, or the terms of issue of, any shares otherwise provide: (A) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on an share in advance of calls shall be treated as paid up on the share; (B) all dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; (C) any amount paid by WPP by way of dividend will be deemed to include any amount that WPP may be compelled by law to withhold or deduct; and (D) dividends may be declared or paid in any currency. The board of directors may agree with any share owner that dividends that may at any time or from time to time be declared or become due on his or her shares in one currency shall be paid or satisfied in another, and may agree the basis of conversion to be applied and how and when the amount to be paid in the other currency shall be calculated and paid and for WPP or any other person to bear any costs involved.

Dividends not to bear interest – no dividend or other moneys payable by WPP on or in respect of any share shall bear interest as against WPP unless otherwise provided by the rights attached to the share.

Calls or debts or amounts required by law may be deducted from dividends – the board of directors may deduct from any dividend or other moneys payable to any person (either alone or jointly with another) on or in respect of a share all such sums as may be due from him (either alone or jointly with another) to WPP on account of calls or otherwise in relation to shares.

Dividends *in specie* – with the authority of an ordinary resolution of WPP and on the recommendation of the board of directors, payment of any dividend may be satisfied wholly or in part by the distribution of specific assets and in particular of paid up ordinary shares or debentures of any other company.

Scrip dividends – the board of directors may, with the authority of an ordinary resolution of WPP, offer any share owners the right to elect to receive further ordinary shares (whether or not of that class) credited as fully paid, by way of scrip dividend instead of cash in respect of all (or some part) of any dividend specified by the ordinary resolution.

Unclaimed dividends – any dividend unclaimed for a period of 12 years after having become due for payment shall be forfeited and cease to remain owing by WPP.

Forfeiture of shares

If the whole or any part of any call or installment remains unpaid on any share after the due date for payment, the board of directors may serve a written notice on the share owner requiring him to pay so much of the call or installment as remains unpaid, together with any accrued interest.

The written notice shall state a further day, being not less than 14 clear days from the date of the notice, on or before which, and the place where, payment is to be made and shall state that, in the event of non-payment on or before the day and at the place appointed, the share in respect of which the call was made or installment is payable will be liable to be forfeited.

If the requirements of a notice are not complied with, any share in respect of which it was given may (before the payment required by the notice is made) be forfeited by a resolution of the board of directors. The forfeiture shall include all dividends declared and other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.

Every share that is forfeited or surrendered shall become the property of WPP and (subject to the Statutes) may be sold, re-allotted or otherwise disposed of, upon such terms and in such manner as the board of directors shall decide either to the person who was before the forfeiture the share owner or to any other person and whether with or without all or any part of the amount previously paid up on the share being credited as so paid up.

Website communication with share owners

The articles of association enable WPP to use its website as a means of sending or supplying documents or information to share owners. Before communicating with a share owner by means of its website, WPP must have asked the share owner, individually, to agree (generally or specifically) that WPP may send or supply documents or information to him by means of a website. A member shall be deemed to have agreed that WPP may send or supply a document or information by means of a website if no response to the request is received within 28 days. When communicating with share owners by means of website communications, WPP will notify the share owners (by post or other permitted means) of the presence of a document or information on the website.

Directors' indemnity, insurance and defence

As far as the legislation allows, WPP may:

(i) indemnify any director (or of an associated body corporate) against any liability;

(ii) indemnify a director of a company that is a trustee of an occupational pension scheme for employees (or former employees) of WPP (or of an associated body corporate) against liability incurred in connection with WPP's activities as trustee of the scheme;

(iii) purchase and maintain insurance against any liability for any director referred to in paragraph (i) or (ii) above; and

(iv) provide any director referred to in paragraph (i) or (ii) above with funds (whether by loan or otherwise) to meet expenditure incurred or to be incurred by him in defending any criminal, regulatory or civil proceedings or in connection with an application for relief (or to enable any such director to avoid incurring such expenditure).

Takeover bids

The City Code on Takeovers and Mergers (the "City Code") applies to WPP. Under the City Code, if an acquisition of ordinary shares were to increase the aggregate holding of an acquirer and its concert parties to ordinary shares carrying 30% or more of the voting rights in WPP, the acquirer (and, depending upon the circumstances, its concert parties) would be required, except with the consent of the Panel on Takeovers and Mergers (an independent body in the United Kingdom), to make a cash offer for the outstanding ordinary shares at a price not less than the highest price paid for the ordinary shares by the acquirer or its concert parties during the previous 12 months. A similar obligation to make a such a mandatory offer would also arise on the acquisition of ordinary shares by a person holding (together with its concert parties) ordinary shares carrying between 30% and 50% of the voting rights in WPP if the effect of such acquisition were to increase that person's percentage of the voting rights they hold in ordinary shares.

The Jersey Companies Law provides that where a person (the "Offeror") makes a takeover offer to acquire all of the shares (or all of the shares of any class) in a Jersey company (other than any shares already held by the Offeror at the date of the offer), if the Offeror has by virtue of acceptances of the offer acquired or contracted to acquire not less than 90% in nominal value of the shares (or class of shares) to which the offer relates, the Offeror may (subject to the requirements if the Jersey Companies Law), by notice to the holders of the shares (or class of shares) to which the offer relates which the Offeror has not already acquired or contracted to acquire, compulsorily acquire those shares. A holder of any shares who receives a notice of compulsory acquisition may, within six weeks from the date on which such notice was given apply to the Royal Court of Jersey (the "Jersey Court") for an order that the Offeror not be entitled and bound to purchase the holder's shares or that the Offeror purchase the holder's shares on terms different to those of the Offeror's offer.

Where before the end of the period within which the takeover offer can be accepted, the Offeror has by virtue of acceptances of the offer acquired or contracted to acquire not less than 90% in nominal value of all of the shares (or all of the shares of a particular class) of the Jersey company, the holder of any shares (or class of shares) to which the offer relates who has not accepted the offer may, by written notice to the Offeror, require the Offeror to acquire the holder's shares. The Offeror shall (subject to the requirements of the Jersey Companies Law) be entitled and bound to acquire the holder's shares on the terms of the offer or on such other terms as may be agreed. Where a holder gives the Offeror a notice of compulsory acquisition, each of the Offeror and the holder of the shares is entitled to apply to the Jersey Court for an order that the terms on which the Offeror is entitled and bound to acquire the holder's shares shall be such as the Jersey Court thinks fit.

DESCRIPTION OF WPP AMERICAN DEPOSITARY SHARES

General

The following is a summary description of the ADSs and certain of the rights of holders and beneficial owners of the ADSs. Summaries, by their nature, lack the precision of the information summarised and the rights and obligations of holders and beneficial owners of ADSs will be determined by the Deposit Agreement and not by the summary. Holders and beneficial owners of ADSs, as well as any holders of ordinary shares who will elect to hold ordinary shares in the form of ADSs, are encouraged to review the Deposit Agreement in its entirety and the form of WPP American Depositary Receipt ("ADR") attached to the Deposit Agreement. A copy of the Deposit Agreement is on file with the SEC under cover of a Registration Statement on Form F-6. A copy of the Deposit Agreement may be obtained from the SEC's Public Reference Room at 100 F Street N.E., Washington DC 20549 and from the SEC's website at www.sec.gov.

Each ADS represents the right to receive, and to exercise the beneficial ownership interests in, five WPP ordinary shares that are on deposit with the Depositary and/or the custodian, subject, in each case, to the terms and conditions of the Deposit Agreement and the applicable ADR (if issued as a certificated ADS). The custodian currently is Citibank, N.A. – London Branch. Each ADS will also represent securities, cash or other property deposited with the Depositary but not distributed to ADS holders. The Depositary's principal office is located at 388 Greenwich Street, 14th Floor, New York, New York 10013, and the custodian's principal office is located at 25 Molesworth Street, Lewisham, London SE1 7EX, England.

Because the Depositary is the legal owner of the underlying ordinary shares, ADS holders generally exercise their rights as share owners through the Depositary.

Dividends and distributions

Holders of ADSs generally have the right to receive the distributions made by WPP on the securities deposited with the custodian. Receipt by holders of these distributions may be limited, however, by legal and practical constraints. Holders will receive such distributions under the terms of the Deposit Agreement in proportion to the number of ADSs held as at a specified record date.

Distributions of cash

Whenever the Depositary receives confirmation from the custodian of the receipt of any cash dividend or other cash distribution on any of the securities on deposit with the custodian, the Depositary will arrange for the funds to be converted into U.S. dollars and for the distribution of the U.S. dollars to the holders of ADSs, subject to English law and regulations.

The conversion into U.S. dollars will take place only if practicable and if the U.S. dollars are transferable to the United States. The amounts distributed to holders of ADSs will be net of the fees, expenses, taxes and governmental charges payable by holders under the terms of the Deposit Agreement.

If the conversion of foreign currency is not practicable or lawful, or if any required approvals are denied or are not obtainable at a reasonable cost or within a reasonable period, the U.S. Depositary may take the following actions in its discretion:

(i) convert the foreign currency to the extent practical and lawful, and distribute the U.S. dollars to the holders for whom the conversion and distribution is lawful and practical;

(ii) distribute the foreign currency to holders for whom the distribution is lawful and practical; and

(iii) hold the foreign currency (without liability for interest) for the applicable holders.

Distributions of WPP shares

Whenever WPP makes a free distribution of ordinary shares for the securities on deposit with the custodian, the Depositary will either (i) distribute additional ADSs to holders of ADSs representing the ordinary shares deposited or (ii) modify the ADS-to-ordinary shares ratio, in which case each ADS will represent rights and interests in the additional ordinary shares so deposited. Only whole ADSs will be distributed. Fractional entitlements will be sold and the proceeds of such sale will be distributed as in the case of a cash distribution.

The distribution of ADSs or the modification of the ADS-to-ordinary shares ratio upon a distribution of ordinary shares will be made net of the fees, expenses, taxes and governmental charges payable by holders under the terms of the Deposit Agreement. In order to pay such taxes or governmental charges, the Depositary may sell all or a portion of the ordinary shares so distributed.

No such distribution of ADSs will be made if it would violate U.S. securities laws or if it is not operationally practicable. If the Depositary does not distribute ADSs as described above, it may sell the ordinary shares received upon the terms described in the Deposit Agreement and will distribute the proceeds of the sale as in the case of a distribution of cash.

Distributions of rights

Whenever WPP distributes rights to purchase additional ordinary shares, the Depositary will consult with WPP as to the lawfulness of making a distribution of such rights to the holders of ADSs and shall determine whether such distribution is reasonably practicable.

The U.S. Depositary will distribute the rights only if such distribution is reasonably practicable and the lawfulness of such distribution has been established to the reasonable satisfaction of the Depositary. The Depositary will establish procedures to distribute rights to purchase additional ADSs to ADS holders and to enable such holders to exercise such rights. Holders of ADSs may have to pay fees, expenses, taxes and other governmental charges to subscribe for ADSs upon the exercise of their rights. The Depositary is not obliged to establish procedures to facilitate the distribution and exercise by holders of rights to purchase ordinary shares other than in the form of ADSs.

The Depositary will sell the rights that are not exercised or distributed if such sale is lawful and reasonably practicable. The proceeds of such sale will be distributed to holders of ADSs as in the case of a cash distribution. If the Depositary is unable to sell the rights, it will allow the rights to lapse. There can be no assurance that holders of ADSs will be given the same opportunity to receive or exercise rights on the same terms and conditions as the share owners or be able to exercise such rights.

Elective distributions

Whenever WPP intends to distribute a dividend payable at the election of share owners, either in cash or in additional ordinary shares, WPP will give prior notice thereof to the Depositary and will indicate whether or not WPP wishes the elective distribution to be made available to holders of ADSs. In such case, the Depositary shall consult with WPP as to the lawfulness of making such distribution and shall determine whether such distribution is reasonably practicable.

The Depositary will make the elective distribution available to holders of ADSs only if WPP makes a timely request for the Depositary to make such distribution available, such distribution is reasonably practicable and the lawfulness of such distribution shall have been established to the reasonable satisfaction of the Depositary and WPP. In such case, the Depositary will establish procedures to enable holders of ADSs to elect to receive either cash or additional ADSs, in each case as described in the Deposit Agreement.

If the election is not made available to holders of ADSs, such holders will receive either cash or additional ADSs, depending on what a share owner in Jersey would receive upon failing to make an election, as more fully described in the Deposit Agreement. There can be no assurance that holders of ADSs will be given the opportunity to receive elective distributions on the same terms and conditions as share owners.

Other distributions

Whenever the custodian receives any distribution of property other than cash, ordinary shares or rights to purchase additional ordinary shares, the Depositary will consult with WPP as to the lawfulness of making such distribution to holders of ADSs and shall determine whether such distribution is reasonably practicable.

The Depositary will distribute the property only if such distribution is reasonably practicable and the lawfulness of such distribution shall have been established to the reasonable satisfaction of the Depositary. In such case, the Depositary will distribute the property to the holders in a manner it deems equitable and practicable.

The distribution will be made net of fees, expenses, taxes and governmental charges payable by holders of ADSs under the terms of the Deposit Agreement. In order to pay such taxes and governmental charges, the Depositary may sell all or a portion of the property received.

If the Depositary does not distribute the property to holders of ADSs, it will determine an equitable and practical method of effecting the distribution which may include the sale of the property and the distribution of the proceeds of such a sale to holders as in the case of a cash distribution.

Changes affecting ordinary shares

The ordinary shares held on deposit for holders of ADSs may change from time to time. For example, there may be a change in nominal or par value, a division, cancellation, consolidation or reclassification of ordinary shares or a recapitalisation, reorganisation, merger, consolidation or sale of assets.

If any such change were to occur, ADSs would, to the extent permitted by law, represent the right to receive the property received or exchanged in respect of the ordinary shares held on deposit. The Depositary may instead deliver new securities received in exchange for or otherwise in respect of the ordinary shares held on deposit to holders of ADSs, provided the lawfulness of such delivery has been established to the satisfaction of the Depositary and WPP, or call for the exchange of existing ADSs for new securities. If the Depositary may not lawfully distribute such securities to holders of ADSs, the Depositary may sell such securities and distribute the net proceeds to holders of ADSs as in the case of a cash distribution.

Issue of ADSs upon deposit of ordinary shares

The Depositary may create ADSs on behalf of the holders of ordinary shares if holders or their brokers deposit the ordinary shares with the custodian. The Depositary will deliver these ADSs to the person indicated by the holder of ordinary shares only after such holder pays any applicable issuance fees and any charges and taxes payable for the transfer of the ordinary shares to the custodian. The ability of holders to deposit ordinary shares and receive ADSs may be limited by U.S., English and Jersey laws applicable at the time of deposit.

The issue of ADSs may be delayed until the Depositary or the custodian receives confirmation that all required approvals have been given and that the ordinary shares have been duly transferred to the custodian. The Depositary will only issue ADSs in whole numbers.

When holders make a deposit of ordinary shares, they will be responsible for transferring good and valid title to the Depositary. Any such holders will be deemed to represent and warrant that:

(i) the ordinary shares are duly authorised, validly issued, fully paid and non-assessable, free and clear of any lien, encumbrance, security interest charge, mortgage or adverse claim;

(ii) all pre-emptive rights, if any, with respect to such ordinary shares have been validly waived or exercised; and

(iii) the holders are duly authorised to deposit the ordinary shares.

If any of the representations or warranties are incorrect in any way, WPP and the Depositary may, at the cost and expense of the holders making such incorrect representations or warranties, take any and all actions necessary to correct the consequences of the misrepresentations.

Transferability of ADSs

Subject to the limitations contained in the Deposit Agreement and in the ADR, title to an ADR (and to each ADS evidenced thereby) shall be transferable upon the same terms as a certificated security under the laws of New York, provided that an ADR to be transferred has been properly endorsed or is accompanied by the proper instruments of transfer.

Neither the Depositary nor WPP will have any obligation, nor will they be subject to any liability to any holder or beneficial owner of ADSs under the Deposit Agreement or any ADR, unless such ADSs are registered on the books of the Depositary in the name of such holder or, in the case of a beneficial owner, such ADSs are registered on the books of the Depositary in the name of such beneficial owner, or the beneficial owner's representative. Such holders in whose name ADSs are registered on the books of the Depositary shall be treated as the absolute owners of the ADSs registered in their names.

A single ADR in the form of a balance certificate evidences all ADSs held through DTC, other than those issued by the Depositary as uncertified ADSs, and is registered in the name of the nominee for DTC. As such, the nominee is the only registered holder of the balance certificate ADR. Each beneficial owner of ADSs held through DTC must rely upon the procedures of DTC and the DTC participants to exercise or be entitled to any rights attributable to such ADSs. Ownership interests in the balance certificate ADR registered in the name of the nominee for DTC are shown on, and transfers of such ownership interests are effected through, records maintained by (i) DTC or its nominee (with respect to the interests of DTC participants); or (ii) DTC participants or their nominees (with respect to the interests of clients of DTC participants).

WPP may restrict transfers of ADSs that could result in the total number of ordinary shares represented by ADSs owned by a single holder or beneficial owner exceeding limits imposed by applicable law or WPP's articles of association. WPP may also, subject to applicable law, instruct the Depositary to take certain actions with respect to the ownership interests of any holder or beneficial owner in excess of such limits, including restricting the transfer of, removing or restricting the voting rights of or disposing of such holder's or beneficial owner's ADSs.

Transfer, combination and division of ADSs

Holders of ADSs are entitled to transfer, combine or divide their ADSs. For transfers of ADSs, holders have to surrender any ADRs representing the ADSs to be transferred to the Depositary and must also:

(i) ensure that the ADS to be transferred is properly endorsed (if evidenced by an ADR) or accompanied by proper instruments of transfer;

(ii) provide such proof of identity and authenticity of signatures as the U.S. Depositary deems appropriate;

(iii) provide any transfer stamps required by the State of New York or the United States; and

To have ADRs either combined or divided, holders of ADRs must surrender the ADRs in question to the Depositary with their request to have them combined or divided, and must pay all applicable fees, charges and expenses payable by ADS holders, pursuant to the terms of the Deposit Agreement, upon a combination or division of ADRs.

Withdrawal of ordinary shares upon cancellation of ADSs

Holders of ADSs will be entitled to present their ADSs to the Depositary for cancellation and to then receive the corresponding number of underlying ordinary shares at the custodian's office. A holder's ability to withdraw the ordinary shares may be limited by U.S., English and Jersey law applicable at the time of withdrawal. In order to withdraw the ordinary shares represented by ADSs, holders of ADSs will be required to pay to the Depositary the fees for cancellation of ADSs and any charges and taxes payable upon the transfer of the ordinary shares being withdrawn. Holders of ADSs assume the risk for delivery of all funds and securities upon withdrawal. Once cancelled, the ADSs will not have any rights under the Deposit Agreement.

If a holder of ADSs holds an ADR registered in the holder's name, the Depositary may require such holder to provide proof of identity and authenticity of any signature and such other documents as the Depositary may deem appropriate before it will cancel ADSs. The withdrawal of the ordinary shares represented by ADSs may be delayed until the Depositary receives satisfactory evidence of compliance with all applicable laws and regulations. Please note that the Depositary will only accept ADSs for cancellation that represent a whole number of securities on deposit.

Holders of ADSs will have the right to withdraw the securities represented by their ADSs at any time except for:

(i) temporary delays that may arise because (i) the transfer books for the ordinary shares or ADSs are closed; or (ii) ordinary shares are immobilized on account of a share owners' meeting or a payment of dividends;

(ii) obligations to pay fees, taxes and similar charges;

(iii) restrictions imposed because of laws or regulations applicable to ADSs or the withdrawal of securities on deposit; and

(iv) other circumstances contemplated by the General Instructions to Form F-6 under the Securities Act, as such General Instructions may be amended from time to time.

Escheatment

In the event any unclaimed property relating to the ADSs, for any reason, is in the possession of the Depositary and has not been claimed by the holder thereof or cannot be delivered to the holder thereof through usual channels, the Depositary shall, upon expiration of any applicable statutory period relating to abandoned property laws, escheat such unclaimed property to the relevant authorities in accordance with the laws of each of the relevant States of the United States.

Voting rights

Holders of ADSs generally have the right under the Deposit Agreement to act as proxy of the Depositary in respect of a meeting at which holders of ordinary shares are entitled to vote. Holders may appoint either a person nominated by the Depositary or any other person, including themselves, as a substitute proxy to attend, vote and speak on behalf of the Depositary with respect to the ordinary shares underlying their ADSs, subject to WPP's articles of association.

In respect of each meeting of the holders of ordinary shares, the Depositary will distribute to each registered holder of ADSs:

(i) such information as is contained in the notice of the meeting or in the solicitation materials received by the Depositary from WPP;

(ii) a voting card;

(iii) a statement that each holder of record at the close of business on the voting record date established by the Depositary in respect of such meeting will be entitled, subject to any applicable law and WPP's articles of association, either (x) to use the voting card to attend, vote and speak at the meeting as the proxy of the Depositary solely with respect to the ordinary shares represented by such registered holder's ADSs, (y) to appoint any other person as the substitute proxy of such registered holder, or (z) to appoint the person nominated by the Depositary as the substitute proxy of such registered holder and to instruct such person as to the voting of the ordinary shares represented by such ADSs; and

(iv) if the person nominated by the Depositary is to be appointed by such registered holder, a brief statement as to the manner in which voting instructions may be given to such person.

Please note that the ability of the Depositary to carry out voting instructions may be limited by practical and legal constraints and the terms of the securities on deposit. WPP cannot assure holders of ADSs that they will receive voting materials in time to enable them to return voting instructions to the Depositary in a timely manner. Securities for which no voting instructions have been received will not be voted.

Under WPP's articles of association, voting at any meeting of share owners is by show of hands unless a poll is demanded. The Depositary will not join in demanding a poll, whether or not requested to do so by holders of ADSs. In the event voting takes place at a share owners' meeting by show of hands, the Depositary will instruct the custodian to vote all deposited securities (including deposited securities represented by ADSs for which no timely voting instructions are received by the Depositary from the holder) in accordance with the voting instructions received from a majority of holders of ADSs who provided voting instructions. In the event voting takes place at a share owners' meeting by poll, the Depositary will instruct the custodian to vote the deposited securities in accordance with the voting instructions received from the holders of ADSs.

Neither the Depositary nor the custodian nor the nominee of either of them shall exercise any discretion as to voting and neither the Depositary nor the custodian nor the nominee of either of them shall vote or attempt to exercise the right to vote the deposited securities represented by ADSs except pursuant to and in accordance with such written instructions from registered holders. Deposited securities represented by ADSs for which no specific voting instructions are received by the Depositary from the holder will not be voted by the Depositary or its nominee, except in the event voting takes place at a meeting of share owners by a show of hands, but may be directly voted by registered holders in attendance at meetings of share owners as proxy for the Depositary, subject to, and in accordance with, the provisions of the Deposit Agreement and WPP's articles of association.

Electronic distribution of information

The Depositary may, to the extent not prohibited by law or regulations, by WPP's memorandum and articles of association or by the requirements of any stock exchange on which the ADSs are listed, and with the consent of WPP, in lieu of distribution of the materials provided to the Depositary in connection with any meeting of, or solicitation of consents or proxies from, holders of ordinary shares, distribute to the holders of ADSs a notice that provides such holders with, or otherwise publicize to such holders, instructions on how to retrieve such materials or receive such materials upon request (i.e., by reference to a Depositary or WPP website containing the materials for retrieval or a Depositary contact (or, with WPP's consent, a WPP contact) for requesting copies of the materials).

Amendments and termination

WPP may agree with the Depositary to modify the Deposit Agreement at any time without the consent of the holders. WPP will give holders 60 days' prior notice of any modifications that would impose or increase any fees or changes or that would prejudice any of their substantial rights under the Deposit Agreement. WPP will not consider it to be materially prejudicial to the substantial rights of holders of ADSs if any modifications or supplements are made that are reasonably necessary for the ADSs to be registered under the U.S. Securities Act or to be eligible for book-entry settlement, in each case without imposing or increasing the fees and charges that holders of ADSs are required to pay. In addition, WPP may not be able to provide holders of ADSs with prior notice of any modifications or supplements that are required to accommodate compliance with applicable provisions of law.

Holders of ADSs will be bound by the modifications to the Deposit Agreement if they continue to hold ADSs after the modifications to the Deposit Agreement become effective. The Deposit Agreement cannot be amended to prevent holders of ADSs from withdrawing the ordinary shares represented by ADSs (except as required by law).

WPP has the right to direct the Depositary to terminate the Deposit Agreement. Similarly, the Depositary may in certain circumstances on its own initiative terminate the Deposit Agreement. In either case, the Depositary must give notice to the holders at least 30 days before termination.

If any ADSs remain outstanding after the termination date, the Depositary will not have any obligation to perform any further acts under the Deposit Agreement, except that the Depositary shall, subject to the terms and conditions of the Deposit Agreement, continue to (i) collect dividends and other distributions pertaining to the ordinary shares underlying ADSs, (ii) sell securities and other property received in respect of ordinary shares underlying ADSs, (iii) deliver ordinary shares underlying ADSs, together with any dividends or other distributions received with respect thereto and the net proceeds of the sale of any securities or other property, in exchange for ADSs surrendered to the Depositary (after deducting, or charging, as the case may be, in each case, the fees and charges of, and expenses incurred by, the Depositary, and all applicable taxes or governmental charges for the account of the holders and beneficial owners, upon the terms set forth in the Deposit Agreement), and (iv) take such actions as may be required under applicable law in connection with its role as Depositary under the Deposit Agreement.

At any time after the termination date, the Depositary may sell the ordinary shares then held under the Deposit Agreement and shall after such sale hold un-invested the net proceeds of such sale, together with any other cash then held by it under the Deposit Agreement, in an un-segregated account and without liability for interest, for the pro-rata benefit of the holders whose ADSs have not theretofore been surrendered. After making such sale, the Depositary shall be discharged from all obligations under the Deposit Agreement except (i) to account for such net proceeds and other cash (after deducting, or charging, as the case may be, in each case, the fees and charges of, and expenses incurred by, the Depositary, and all applicable taxes or governmental charges for the account of the holders and beneficial owners of the ADSs, upon the terms set forth in the Deposit Agreement), and (ii) as may be required at law in connection with the termination of the Deposit Agreement. After the termination date, WPP shall be discharged from all obligations under the Deposit Agreement, except for certain of its obligations to the Depositary under the Deposit Agreement. The obligations under the terms of the Deposit Agreement of holders and beneficial owners of ADSs outstanding as of the termination date shall survive the termination date and shall be discharged only when the applicable ADSs are presented by their holders to the Depositary for cancellation under the terms of the Deposit Agreement.

Books of U.S. Depositary

The Depositary maintains ADS holder records at its depositary office in New York. Holders of ADSs may inspect such records at the office of the Depositary during regular business hours but solely for the purpose of communicating with other ADS holders in respect of business matters relating to WPP, the ADSs and the Deposit Agreement.

The Depositary maintains facilities in New York to record and process the issue, cancellation, combination, division and transfer of ADSs. These facilities may be closed from time to time, to the extent not prohibited by law.

Limitations on obligations and liabilities

The Deposit Agreement limits the obligations of WPP and the Depositary to holders of ADSs. Please note the following:

(i) WPP and the Depositary are obliged only to take the actions specifically stated in the Deposit Agreement without negligence or bad faith and, in the case of WPP, using its reasonable judgment;

(ii) the Depositary disclaims any liability for any failure to carry out voting instructions, for any manner in which a vote is cast or for the effect of any vote, provided it acts in good faith and in accordance with the terms of the Deposit Agreement;

(iii) WPP and the Depositary disclaim any liability if either of them is prevented or forbidden from acting on account of any law or regulation, any provision of WPP's articles of association, any provision of any securities on deposit or by reason of any act of God or war or terrorism or other circumstances beyond its control;

(iv) WPP and the Depositary disclaim any liability by reason of any exercise of, or failure to exercise, any discretion provided for in the Deposit Agreement or in WPP's articles of association or in any provisions of securities on deposit; and

(v) WPP and the Depositary further disclaim any liability for any action or inaction in reliance on the advice or information received from legal counsel, accountants, any person presenting ordinary shares for deposit, any holder of ADSs, or any other person believed by either WPP or the Depositary in good faith to be competent to give such advice or information.

Pre-Release transactions

The Depositary may, in certain circumstances, issue ADSs before receiving a deposit of ordinary shares or release ordinary shares before receiving ADSs for cancellation. These transactions are commonly referred to as pre-release transactions. The Deposit Agreement limits the aggregate size of pre-release transactions and imposes a number of conditions on such transactions (for example, the need to receive collateral, the type of collateral required and the representations required from brokers). The Depositary may retain the compensation received from the pre-release transactions.

Taxes

Holders of ADSs will be responsible for the taxes and other governmental charges payable on the ADSs and the securities represented by the ADSs. WPP, the Depositary and the custodian may deduct from any distribution the taxes and governmental charges payable by holders and may sell any and all property on deposit to pay the taxes and governmental charges payable by holders. Holders of ADSs will be liable for any deficiency if the sale proceeds do not cover the taxes that are due.

The Depositary may refuse to issue ADSs, to deliver, transfer, divide and combine WPP ADSs or to release securities on deposit until all taxes and charges are paid by the applicable holder. The Depositary and the custodian may take reasonable administrative actions to obtain tax refunds and reduced tax withholding for any distributions on their behalf. Moreover, holders of ADSs may be required to provide to the Depositary and to the custodian proof of taxpayer status or residence and such other information as the Depositary and the custodian may require to fulfill legal obligations. Holders of ADSs are required to indemnify WPP, the Depositary and the custodian for any claims with respect to taxes based on any tax benefit obtained for holders of ADSs.

Exhibit 2.14

WPP plc
Sea Containers, 18 Upper Ground
London, United Kingdom, SE1 9GL

29 April 2021

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Sir or Madam:

Effective on 18 August 2020, WPP AUNZ Limited, as the Original Borrower, and the Original Guarantors, the Arranger, the Original Lenders, the original Facility A issuing banks, the original Facility B1 issuing bank, the original Facility B2 issuing bank, the original Facility D issuing banks, and the Agent, entered into an Amendment Deed to the A$447 million and NZ$3 million Syndicated Facility Agreement (the “Facility Agreement”).

The Registrant hereby agrees, pursuant to instruction 2(b)(i) to the Exhibits to Form 20-F, to furnish the Securities and Exchange Commission with a copy of the instruments relating to the Facility Agreement upon request.

Very truly yours,

WPP plc

By: /s/ John Rogers
John Rogers
Chief Financial Officer
(principal financial officer)

Exhibit 2.15

WPP plc
Sea Containers, 18 Upper Ground
London, United Kingdom, SE1 9GL

29 April 2021

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Sir or Madam:

On 19 May 2020, WPP Finance S.A., a subsidiary of the registrant, issued €750,000,000 2.375% Senior Bonds due May 2027 (the "2.375% Senior Bonds"). The 2.375% Senior Bonds are guaranteed by WPP plc, WPP 2005 Limited and WPP Jubilee Limited.

The Registrant hereby agrees, pursuant to instruction 2(b)(i) to the Exhibits to Form 20-F, to furnish the Securities and Exchange Commission with a copy of the instruments relating to the 2.375% Senior Bonds upon request.

Very truly yours,

WPP plc

By: /s/ John Rogers
John Rogers
Chief Financial Officer
(principal financial officer)

Exhibit 2.16

WPP plc
Sea Containers, 18 Upper Ground
London, United Kingdom, SE1 9GL

29 April 2021

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Sir or Madam:

On 19 May 2020, WPP Finance 2017, a subsidiary of the registrant, issued £250,000,000 3.75% Senior Bonds due May 2032 (the "3.75% Senior Bonds"). The 3.75% Senior Bonds are guaranteed by WPP plc, WPP 2005 Limited and WPP Jubilee Limited.

The Registrant hereby agrees, pursuant to instruction 2(b)(i) to the Exhibits to Form 20-F, to furnish the Securities and Exchange Commission with a copy of the instruments relating to the 3.75% Senior Bonds upon request.

Very truly yours,

WPP plc

By: /s/ John Rogers
John Rogers
Chief Financial Officer
(principal financial officer)

Exhibit 8.1

Subsidiaries of Registrant [1]

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
United States		
AAD:Fitch, Inc.	Arizona	100
AKQA, Inc.	California	100
CBA Partners North America, Inc.	California	83
JWT Specialized Communications, LLC	California	100
Landor Associates International Ltd.	California	100
Mirum LLC	California	100
Avon Group, Inc.	Connecticut	67
Global Strategies International, LLC	Connecticut	70
141 Hawaii, LLC	Delaware	100
A. Eicoff & Company, Inc.	Delaware	100
Absolute Color LLC	Delaware	100
Acceleration eMarketing, Inc	Delaware	100
ADLAB, LLC	Delaware	100
AKQA Corporation	Delaware	100
ARCTOUCH LLC	Delaware	100
BCW LLC	Delaware	100
BDG Design LLC	Delaware	100
Benenson Strategy Group, LLC	Delaware	100
Berlin, Cameron & Partners, Inc.	Delaware	100
Blue State Digital Inc	Delaware	100
Bottle Rocket LLC	Delaware	100
Breakwater Strategy LLC	Delaware	52
Buchanan Advertising (US), LLC	Delaware	62
Catalyst Online LLC	Delaware	100
Cavalry, LLC	Delaware	100
Chi Wunderman Partnership, LLC	Delaware	86
Choreograph, LLC (fka Tegral, LLC) (fka GroupM Data & Technology, LLC)	Delaware	100
CMI Media, LLC	Delaware	100
David Miami Inc.	Delaware	70
DeepLocal Inc.	Delaware	100
Design Bridge New York, LLC	Delaware	100
Dewey Square Group, LLC	Delaware	100
Essence Global LLC	Delaware	100
FGH Holdings LLC	Delaware	52
Financeplus USA, LLC	Delaware	100
Finsbury Glover Hering Corporation	Delaware	52
Finsbury LLC	Delaware	52
Fitch Digital Inc.	Delaware	75
Gain Theory, LLC	Delaware	100
Geometry II LLC	Delaware	100
Grey Global Group LLC	Delaware	100
Grey IFC 2 LLC	Delaware	100
Grey India Inc.	Delaware	100
Grey Maryland LLC	Delaware	100
Grey Ventures Inc.	Delaware	100
Group M Worldwide, LLC	Delaware	100
Group SJR LLC	Delaware	100
GTB Agency, LLC	Delaware	100
GTB Stat, LLC	Delaware	100
Hill and Knowlton Strategies, LLC	Delaware	100
Hill and Knowlton/Samcor, LLC	Delaware	100
Hogarth California LLC	Delaware	100
Hogarth Worldwide Inc.	Delaware	100
International Meetings & Science LLC	Delaware	100
J. Walter Thompson Company Peruana LLC	Delaware	100
J. Walter Thompson Far Eastern Company	Delaware	100
J. Walter Thompson Venture Company, Limited	Delaware	100
KBM Group LLC	Delaware	100
Landor & Fitch, LLC (fka Landor, LLC)	Delaware	100
Loom Media, LLC	Delaware	80
ManvsMachine, Inc.	Delaware	75
Marketing Direct LLC	Delaware	100
Marketplace Ignition, LLC	Delaware	100
Mediacom Worldwide LLC	Delaware	100
mSIX Communications, LLC	Delaware	84
MUV Mobile LLC	Delaware	100
Nectar Acquisition LLC	Delaware	100
Ogilvy & Mather Venture Company, Limited	Delaware	100
Ogilvy CommonHealth Worldwide LLC	Delaware	100
Ogilvy Public Relations Worldwide LLC	Delaware	100
Openmindworld, LLC (FKA Metavision Media, LLC)	Delaware	100
Peclers Paris North America, Inc.	Delaware	100
Pierry, Inc	Delaware	70
Poster Publicity LLC	Delaware	100
Potato Inc.	Delaware	75
Prime Policy Group, LLC	Delaware	100
Promotion Execution Partners, LLC	Delaware	100
PSB Insights LLC	Delaware	100
RB/TDM Holdings, LLC	Delaware	100
Real Growth Advisory LLC	Delaware	100
RedWorks, LLC	Delaware	100
Santo USA LLC	Delaware	100
Social Lab, Inc.	Delaware	83
Spafax Networks LLC	Delaware	100
Sudler & Hennessey, LLC	Delaware	100
Swift + POSSIBLE LLC	Delaware	100
SYZYGY DIGITAL MARKETING INC	Delaware	50.33
Tank Advertising, LLC	Delaware	100
Taxi Inc.	Delaware	100
TDM Acquisition Co., Inc	Delaware	100
Team Garage LLC	Delaware	100
Ted Bates Worldwide, Inc.	Delaware	100
TenthAvenue Worldwide Media LLC	Delaware	100
The And Partnership Holdings, Inc.	Delaware	71.14

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
The Brand Union Company, LLC	Delaware	100
The GCI Group LLC	Delaware	100
The Glover Park Group, LLC	Delaware	51.59
The Lacek Group LLC	Delaware	100
The Midas Exchange Inc	Delaware	100
The Ogilvy Group, LLC	Delaware	100
The PBN Company	Delaware	100
THJNK LLC	Delaware	100
TYPE1 LLC	Delaware	100
Verticurl LLC	Delaware	60
Wavemaker Global LLC	Delaware	100
WPP Clapton Square, LLC	Delaware	100
WPP CP LLC	Delaware	100
WPP Diamond Head LLC	Delaware	100
WPP Dotcom Holdings (Fourteen) LLC	Delaware	100
WPP Finance Square, LLC	Delaware	100
WPP Group U.S. Finance LLC	Delaware	100
WPP Group USA, Inc.	Delaware	100
WPP Pershing Square, LLC	Delaware	100
WPP Properties	Delaware	100
WPP Team Chemistry LLC	Delaware	100
WPPIH 2001, Inc.	Delaware	100
Wunderman Thompson LLC	Delaware	100
Wunderman Thompson Technology, LLC	Delaware	100
Xaxis US, LLC	Delaware	100
Xaxis, LLC	Delaware	100
Y&R Properties Holding One LLC	Delaware	100
York Merger Square 2004 LLC	Delaware	100
York Merger Square 2009 LLC	Delaware	100
Young & Rubicam LLC	Delaware	100
Cardinal Blue, LLC	Illinois	100
Gorilla, LLC	Illinois	100
Triad Digital Media, LLC	Michigan	100
Greater Kansas City Community Foundation	Missouri	100
VML, LLC	Missouri	100
AAD:Fitch Architecture, PLLC	New York	100
Chimera Square Insurance Company	New York	100
Food Group, Inc	New York	100
Geometry Global LLC	New York	100
Good Neighbor Foundation Inc.	New York	100
GWE LLC	New York	100
Iconmobile, Inc	New York	67.9
J. Walter Thompson Company Fund, Inc.	New York	100
Mindshare USA, LLC	New York	100
MJM Creative Services, Inc.	New York	100
Ogilvy & Mather Worldwide, LLC	New York	100
S&S MCC and MCC, Inc.	New York	100
Studio 466 Inc.	New York	100
The M Charity (fka The Mindshare Foundation)	New York	100
The Ogilvy Foundation, Inc.	New York	100
The WPP Charitable Foundation, Inc.	New York	100
WPP Montagu Square LLC	New York	100
Public Strategies, Inc.	Texas	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Non-US		
MEMAC Ogilvy Algerie SARL	Algeria	51
Mindshare Algeria S.A.R.L.	Algeria	64
King Eclient S.L.U.	Andorra	80
Redsky Angola Lda	Angola	56.25
Acceleration eMarketing S.A.	Argentina	100
ADHL S.A.	Argentina	100
Brandigital S.A.U.	Argentina	100
Burson Cohn & Wolfe Argentina S.A.U.	Argentina	100
David Argentina S.A.U.	Argentina	100
Geometry Argentina S.A.	Argentina	51
Grey Argentina S.A.	Argentina	100
GroupM Argentina S.A.U.	Argentina	100
GroupM Argentina Trading S.A.	Argentina	100
Hill+Knowlton Strategies de Argentina S.A.	Argentina	100
Hogarth Worldwide Argentina S.A.	Argentina	100
J Walter Thompson Argentina S.A.	Argentina	100
Maxus Argentina S.A.	Argentina	100
Mediacom Argentina S.A.	Argentina	100
MindShare Argentina S.A.	Argentina	100
MKTI, S.A.	Argentina	80
Multigap S.A.	Argentina	50
Ogilvy & Mather Argentina S.A.	Argentina	100
Parson Latinoamérica S.A	Argentina	60
Possible Worldwide S.A.	Argentina	100
Red Cell S.A.	Argentina	99
Santo Buenos Aires S.A.	Argentina	100
VMLY&R Argentina S.A.U.	Argentina	100
Wavemaker Argentina S.A.	Argentina	51
Wunderman Cato Johnson S.A.U.	Argentina	100
Y&R Inversiones Publicitarias S.A.	Argentina	100
24/7 Media Australia Pty Ltd	Australia	100
AA TRAINING	Australia	62
ABKP IDEAWORKS PTY LTD	Australia	62
ACTIVE SITES ALIVE PTY. LTD.	Australia	62
Added Value Australia Pty Limited	Australia	59
AKQA MEDIA PTY LTD	Australia	62
AKQA PTY LTD	Australia	62
Badjar Ogilvy Pty Ltd ATF The Badjar Unit Trust	Australia	62
BARTON DEAKIN PTY LIMITED	Australia	62
Bento Productions Pty Ltd	Australia	62
BLAZE ADVERTISING PTY LTD	Australia	62
Blaze Advertising Pty Ltd	Australia	100
Boxlink Pty Ltd	Australia	62
BUCHANAN ADVERTISING (AUSTRALIA) PTY LTD	Australia	61.5
BULLSEYE (ASIA PACIFIC) PTY LTD	Australia	62
BURSON COHN & WOLFE PTY LTD	Australia	62
Burson-Marsteller Pty Ltd	Australia	100
Candle Lit Films Pty Ltd	Australia	60
CANNINGS ADVISORY SERVICES PTY LIMITED	Australia	62
Carl Byoir & Associates Australia Pty. Limited	Australia	100
Chameleon Digital Systems Pty Ltd	Australia	60
Collins Thomas Cullen Pty Ltd	Australia	60
CORNWELL DESIGN PTY LTD	Australia	62
Daipro Pty. Ltd.	Australia	100
Donovan Research Pty Limited	Australia	100
DTMILLIPEDE PTY LTD	Australia	62
eSaratoga Lab Pty Ltd	Australia	60
Essence Global Australia Pty Ltd	Australia	100
ETHNIC COMMUNICATIONS PTY LIMITED	Australia	62
EVOCATIF PTY LTD	Australia	62
EWA Heidelberg Pty Ltd	Australia	61
Expanded Media Holdings Pty Limited	Australia	100
Expanded Media Investments Pty Limited	Australia	100
FINANCE PLUS AUSTRALIA PTY LIMITED	Australia	62
Fudge Group Pty Ltd	Australia	60
G2 Graffiti Pty Ltd	Australia	100
Geometry Global Pty Ltd	Australia	100
GEORGE PATTERSON PARTNERS PTY LIMITED	Australia	62
George Patterson Y&R Pty Limited	Australia	100
Grey Australia New Zealand Pty. Ltd.	Australia	100
Grey Canberra Pty Ltd	Australia	100
Grey Global Group Australia Pty. Ltd.	Australia	100
Grey Healthcare Pty. Ltd.	Australia	100
Grey Healthcare Unit Trust	Australia	100
Grey Worldwide Pty. Ltd.	Australia	100
Group Employee Services Pty Limited	Australia	100
GROUPM COMMUNICATIONS PTY LTD	Australia	62
GTB AUSTRALIA PTY LIMITED	Australia	62
HAWKER BRITTON GROUP PTY LIMITED	Australia	62
HEATH WALLACE AUSTRALIA PTY LIMITED	Australia	54
HILL AND KNOWLTON AUSTRALIA PTY. LIMITED	Australia	62
HOGARTH AUSTRALIA PTY LTD	Australia	62
Howorth Communications Pty Ltd	Australia	60
HOWORTH COMMUNICATIONS PTY. LIMITED	Australia	62
HUMAN COMMUNICATIONS PTY LTD	Australia	62
Ideaworks (Holdings) Pty Ltd	Australia	100
IKON COMMUNICATIONS (MELBOURNE) PTY LIMITED	Australia	62
IKON COMMUNICATIONS PTY LTD	Australia	62
Impact Employee Communications Pty Ltd	Australia	60

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Interface Advertising Pty Ltd	Australia	60
ITX Corporation Pty Ltd	Australia	85
J Walter Thompson Australia Pty Ltd	Australia	62
Jay Grey Pty Ltd	Australia	100
Joule Australia Pty Limited	Australia	50
KBM Group Australia Pty Ltd	Australia	100
LANDOR ASSOCIATES PTY LIMITED	Australia	62
L'Atelier Media Pty Ltd	Australia	62
LIFE AGENCY PTY LTD	Australia	62
M MEDIA GROUP PTY LTD	Australia	62
MARKETING COMMUNICATIONS HOLDINGS AUSTRALIA PTY LIMITED	Australia	62
Marketing Communications Holdings Australia Pty Ltd	Australia	60
MARKITFORCE (MELBOURNE) PTY. LTD.	Australia	62
MARKITFORCE PTY. LTD.	Australia	62
Mayko Trading Pty Ltd	Australia	62
MEDIACOM AUSTRALIA PTY LIMITED	Australia	62
Mediacompete Pty Ltd	Australia	100
Mediaedge:cia Pty Ltd	Australia	100
Millward Brown Pty Ltd	Australia	100
MOTIVATOR MEDIA PTY LTD	Australia	62
NEO MEDIA AUSTRALIA PTY LTD	Australia	62
NEW DIALOGUE PTY LIMITED	Australia	62
O2 AGENCY PTY LTD	Australia	62
OGILVY AUSTRALIA PTY LTD	Australia	62
OGILVY HEALTH PTY LTD	Australia	62
Ogilvy Healthworld Pty Limited	Australia	100
Ogilvy Public Relations Worldwide Pty Limited	Australia	60
OGILVYACTION PTY LIMITED	Australia	62
ONE20 Pty Ltd	Australia	62
OPR AGENCY PTY LIMITED	Australia	62
opr Employee Experience Pty Limited	Australia	62
OPR HEALTH PTY LIMITED	Australia	62
ORIGAMI PR PTY LTD	Australia	62
OUTRIDER AUSTRALIA PTY LTD	Australia	62
OXYGEN LEARNING PTY LIMITED	Australia	62
PARKER & PARTNERS PTY LTD	Australia	62
PICNIC SOFTWARE PTY LTD	Australia	55
PR Dynamics Australia Pty Limited	Australia	100
Premier Automotive Advertising Pty Ltd	Australia	100
PRISM TEAM AUSTRALIA PTY LTD	Australia	62
PROFESSIONAL PUBLIC RELATIONS PTY LTD	Australia	52
PULSE COMMUNICATIONS PTY LIMITED	Australia	62
RED TAPE COMMERCIALS PTY LTD	Australia	62
REPUTATION INSTITUTE PTY LIMITED	Australia	61.5
RESEARCH INTERNATIONAL AUSTRALIA PTY LTD	Australia	62
Salespoint Pty Ltd	Australia	60
Salmon Asia Pacific Pty Limited	Australia	100
SENIOR MINDS PTY LTD	Australia	62
SIBLING AGENCY PTY LTD	Australia	62
SINGLETON, OGILVY & MATHER (HOLDINGS) PTY LIMITED	Australia	62
STW MEDIA SERVICES PTY LIMITED	Australia	62
SUDLER & HENNESSEY AUSTRALIA PTY LTD	Australia	62
Taylor Nelson Sofres Australia Proprietary Limited	Australia	100
The Brand Agency Pty Ltd ATF Brand Agency Unit Trust	Australia	52
THE CAMPAIGN PALACE PTY LIMITED	Australia	62
THE ORIGIN AGENCY PTY LIMITED	Australia	62
The Origin Agency Pty Ltd	Australia	61
THE PUNCH AGENCY PTY LIMITED	Australia	62
The Reputation Institute Pty Ltd	Australia	62
THE STORE WPP AUNZ PTY LTD	Australia	62
THE WTA GROUP PTY LTD	Australia	62
TRM Global Pty PLtd	Australia	100
Verticurl Marketing Services Pty Limited	Australia	60
VML DIGITAL PTY LIMITED	Australia	62
VMLY&R PTY LIMITED	Australia	62
WAVEMAKER AUSTRALIA PTY LTD	Australia	62
whiteGREY Pty Ltd	Australia	62
WPP AUNZ Analytics Pty Ltd	Australia	62
WPP AUNZ LTD	Australia	62
WPP Australia Holding Pty Ltd	Australia	100
WPP HOLDINGS (AUSTRALIA) PTY LIMITED	Australia	62
WPPAUNZ SOLUTIONS PTY LTD	Australia	62
WPPAUNZ TEAM RED PTY LTD	Australia	62
Wunderman Pty Limited	Australia	72.5
WUNDERMAN THOMPSON PTY LTD	Australia	62
Y&R GROUP PTY LIMITED	Australia	62
Yello Brands (Sydney) Pty Ltd	Australia	62
Young & Rubicam Brands Holding Pty Ltd	Australia	100
Young & Rubicam Group Holdings Pty Ltd	Australia	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
YOUNG & RUBICAM GROUP PTY LIMITED	Australia	62
Young & Rubicam Pty Ltd	Australia	100
GroupM Digital GmbH	Austria	100
GroupM Holding GmbH	Austria	100
GroupM OG	Austria	100
JWT Wien Werbeagentur Gesellschaft mbH	Austria	100
Labstore GmbH	Austria	100
MediaCom – die Kommunikationsagentur GmbH	Austria	90
METS Media GmbH	Austria	100
Mindshare GmbH	Austria	100
Ogilvy & Mather Gesellschaft m.b.H.	Austria	100
VMLY&R Vienna GmbH	Austria	100
Wavemaker GmbH (Austria)	Austria	100
AMRB Middle East & North Africa (A.M.R.B) WLL	Bahrain	82
Gulf Hill & Knowlton WLL	Bahrain	82
Intermarkets Bahrain S.P.C.	Bahrain	76
J Walter Thompson—Bahrain WLL	Bahrain	68
J Walter Thompson Middle East and North Africa E.C.	Bahrain	68
Mediacom Middle East & North Africa Holding W.L.L.	Bahrain	78
Memac Ogilvy & Mather WLL	Bahrain	60
MindShare AL Bahrain WLL	Bahrain	63
Mindshare Middle East & North Africa (MENA) E.C.	Bahrain	64
Bates Bangladesh Private Limited	Bangladesh	88
Graphic People Ltd	Bangladesh	60
Grey Advertising (Bangladesh) Ltd.	Bangladesh	53
Kantar Bangladesh Private Limited	Bangladesh	99
Ogilvy & Mather Communications Private Limited	Bangladesh	70
Software People Bangladesh Limited	Bangladesh	65
BURSON COHN & WOLFE SPRL/ BVBA	Belgium	100
Famous Relations NV	Belgium	75
FamousGrey NV	Belgium	75
GroupM Belgium SA	Belgium	100
GroupM Trading Belgium SA	Belgium	100
Hill & Knowlton International Belgium SA	Belgium	100
JWT SA	Belgium	70
Kinetic Belgium SA	Belgium	100
LDV United NV	Belgium	100
Maxus Belgium SA	Belgium	100
MediaCom Belgium SA	Belgium	100
Mindshare SA (Belgium)	Belgium	100
Ogilvy Social Lab SA	Belgium	80
OPENMINDWORLD SA	Belgium	100
So.Zen SPRL	Belgium	80
Space SA	Belgium	50
The Hive Belgium SA	Belgium	70
Wavemaker SA	Belgium	100
WPP Group Services SNC	Belgium	100
WPP Holdings Brussels S.N.C.	Belgium	100
Wunderman Thompson Brussels NV	Belgium	100
Wunderman Y&R NV	Belgium	100
Marketing Services Risk Surety Ltd	Bermuda	100
GroupM Media Communication Services d.o.o Sarajevo	Bosnia and Herzegovina	100
Ação Produção e Comunicação Ltda	Brazil	92
Agência Ideal de Comunicação Ltda.	Brazil	70
AKQA Brasil Comunicacao Ltda	Brazil	100
ArcTouch Brasil Desenvolvimento de Software Ltda	Brazil	100
B2M2 Comunicação e Propaganda Ltda	Brazil	100
BLAH Participações Ltda.	Brazil	100
Burson Cohn & Wolfe Comunicação Ltda.	Brazil	100
Cairos Usabilidade Ltda	Brazil	60
Concept Agencia de Comunicacao Ltda	Brazil	70
David Brasil Comunicação Ltda	Brazil	70
DCSNET Comunicações Ltda.	Brazil	60
E2 MPD PR Comunicacoes Ltda	Brazil	75
FBIZ Comunicacao Ltda	Brazil	51
FBZ Participações Ltda	Brazil	71
Foster Informatica Ltda	Brazil	70
Fulano Marketing e Tecnologia Ltda	Brazil	52
Geometry Global Brasil Comunicação Ltda.	Brazil	85
GPAT S.A.—Propaganda e Publicidade	Brazil	51
Grey Publicidade do Brasil Ltda	Brazil	98
Hill & Knowlton Brasil Ltda	Brazil	100
Hill and Knowlton Brasil Agência de Comunicação Ltda	Brazil	70
Hogarth Worldwide Publicidade Brasil Ltda	Brazil	100
ICherry Publicidade E Propoganda Ltda	Brazil	100
Ideal WPP Participações Ltda.	Brazil	70
Intuitive Serviços de Inteligência e Análise Digital Ltda	Brazil	56.07
Jüssi Intention Marketing Ltda.	Brazil	75
Kantar Inteligência Participações S.A.	Brazil	100
Máquina da Notícia Comunicação Ltda	Brazil	97
Maristela Mafei Participações S.A.	Brazil	97
Marketdata Solutions Brasil Ltda	Brazil	74.99
Mídia 123 Serviços de Publicidade Via Internet Ltda.	Brazil	80
Mirum Digital do Brasil Ltda	Brazil	100
Mutato Entretenimento, Conteúdo, Publicidade e Serviços Ltda	Brazil	51
Mutato Produção Ltda	Brazil	51
MUV Brasil Comunicação Móvel Ltda.	Brazil	71.44
New Click Produção e Comunicação Ltda.	Brazil	92.48

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Newcomm Holdings Ltda	Brazil	90
Newdesign Participações Ltda	Brazil	92.48
Next Target Consultoria e Serviços de Internet Ltda.	Brazil	75
Ogilvy & Mather Brasil Comunicação Ltda	Brazil	100
OgilvyOne Brasil Comunicação Ltda	Brazil	100
P2All Serviços Temporários Ltda	Brazil	50.99
Parson Brasil Comunicação Ltda	Brazil	60
PM Comunicação Ltda	Brazil	70
Possible Worldwide Comunicação Ltda	Brazil	100
PTR Comunicações Ltda	Brazil	100
Soho Square Comunicação Ltda.	Brazil	100
Spafax Publicidade Ltda.	Brazil	100
Studio Click Produção e Comunicação Ltda	Brazil	92.48
Summer Paulistana Participações Ltda.	Brazil	100
Supermirella Participações Ltda	Brazil	100
Superunion Brasil Comunicação Ltda.	Brazil	59.99
Superunion Brasil Design Ltda.	Brazil	60.03
UNICH Criação e Planejamento Ltda.	Brazil	71.44
VML Propaganda Ltda	Brazil	92.48
WPP (Porto Alegre) Participações Ltda	Brazil	100
WPP do Brasil—Participações Ltda	Brazil	100
WPP Ideal Participações Ltda	Brazil	100
WPP Media Services Comunicações Ltda.	Brazil	100
WPP Pmweb Participações Ltda	Brazil	100
Wunderman Brasil Comunicações Ltda	Brazil	100
Wunderman Thompson Comunicação Ltda.	Brazil	100
Y&R Propaganda Ltda	Brazil	92.48
Media Discovery Ltd COMPANY	British Virgin Islands	50
Bates Cambodia Ltd	Cambodia	100
MindShare Cambodia Ltd.	Cambodia	100
Ogilvy Action (Cambodia) Ltd.	Cambodia	100
Advertising TAXI Montreal Inc	Canada	77.34
Agence Mirum Canada Inc. Mirum Canada Agency Inc.	Canada	100
Blast Radius Inc.	Canada	100
Buchanan Advertising (Canada) Inc.	Canada	61.5
Entreprise de Communications Tank Inc.	Canada	100
Entreprise de Communications Tank Inc. Tank Communications Enterprise Inc.	Canada	100
Essence Global Canada Inc.	Canada	100
Exchange Lab Canada Inc.	Canada	100
Feinstein Kean Partners—Canada, Ltd.	Canada	100
GCI Communications Inc./ Communication GCI Inc.	Canada	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Géométrie Globale Ltée Geometry Global Ltd.	Canada	100
Grey Advertising ULC/Publicite Grey ULC	Canada	100
GroupM Canada Inc	Canada	100
Hill and Knowlton Ltee	Canada	100
Hogarth Worldwide Canada Production Ltd / Hogarth Canada Production Mondial Ltee	Canada	100
J. Walter Thompson Company Limited La Compagnie J. Walter Thompson Limitee	Canada	100
John Street Inc	Canada	100
Media Buying Services ULC	Canada	100
Mediacom Canada	Canada	100
Mediacom Canada ULC	Canada	100
Midas Exchange Canada Inc.	Canada	100
MindShare Canada	Canada	100
MSIX Communications Canada Ltd.	Canada	85.59
Neo Worldwide Ltd	Canada	100
OpenMind Media Canada Inc.	Canada	100
RMG Connect Inc	Canada	100
SJR Canada Ltd./SJR Canada Ltée	Canada	100
Spafax Canada Inc	Canada	100
Sudler & Hennessey Toronto ULC	Canada	100
Taxi Canada Ltd./Taxi Canada Ltée	Canada	100
The Young & Rubicam Group of Companies ULC	Canada	100
Wavemaker Canada ULC	Canada	100
WPP Group Canada Communications Limited	Canada	100
WPP Group Canada Finance, Inc.	Canada	100
WPP Group Quebec Limited / Groupe WPP Québec Limitée	Canada	100
WPP IT Inc.	Canada	100
WPP Simcoe Square ULC	Canada	100
Y&R Canada Investments LP	Canada	100
International Facilities Holding Limited	Cayman Islands	100
Actionline Chile SA	Chile	100
Burson Cohn & Wolfe Chile SpA.	Chile	100
Geometry Global Chile SpA	Chile	100
Grey Chile SpA	Chile	100
GroupM Chile SpA	Chile	100
Hill+Knowlton Strategies SpA	Chile	100
Inversiones CI S.A.	Chile	100
J. Walter Thompson Chilena SpA	Chile	100
Ogilvy & Mather Chile SpA	Chile	100
Spafax Medios y Publicidad SpA	Chile	100
VMLY&R Chile SpA	Chile	100
Wavemaker Chile SpA	Chile	100
WPP Chile Finanzas SpA	Chile	100
Wunderman Chile Consultoría y Comunicaciones SpA	Chile	100
Added Value China Limited	China	100
Agenda (Beijing) Ltd	China	100
AKQA (Shanghai) Ltd.	China	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
BCW Public Relations (Guangdong) Co., Ltd.	China	100
Beijing Benpao Century Technology Development Co.,Ltd.	China	100
Beijing Channel Marketing Service Center Co. Ltd	China	90
Beijing Contract Advertising Co. Ltd	China	100
Beijing Ogilvyone Marketing Co., Ltd	China	100
Beijing Redworks Advertising Co. Ltd	China	100
Beijing Soho Square Advertising Co. Ltd	China	100
Beijing Soho Square Marketing Co Ltd	China	100
Beijing WDT Advertising Co. Ltd	China	100
Beijing Xingmei Marketing Services Co.,Ltd.	China	70
ChengDu Apex Ogilvy Brand Marketing Consulting Co Ltd	China	51
CIC (Shanghai) Information Technology Co. Ltd.	China	100
Cohn & Wolfe Marketing Communications Consulting (Shanghai) Co Ltd	China	100
David Communications (Beijing) Group Co. Ltd	China	100
DAYI (Shanghai) Consulting Co Ltd	China	100
dBOD Brand Planning Co., Ltd	China	50
Decode Co., Ltd	China	100
G2 Aviavision China Sourcing Co. Ltd	China	51
G2 China Co. Ltd	China	100
G2 Star Echo Marketing Communications Co. Ltd	China	51
Grey China Marketing Communications Co Ltd	China	100
Grey DPI (Guangzhou) Limited	China	60
GroupM (Shanghai) Advertising Co. Ltd	China	100
GroupM Market Advertising Co. Ltd.	China	100
GTB Shanghai Advertising Co., Ltd	China	100
Guangzhou Bates Dahua Advertising Co., Ltd	China	100
Guangzhou Bates Dahua Advertising Co., Ltd (Shanghai Branch)	China	70
Guangzhou Dawson Human Resources Service Co. Ltd	China	51
Guangzhou Dawson Marketing Communication Co. Ltd	China	51
Guangzhou Meidong Chuda Marketing Services Co., Ltd.	China	70
Guangzhou Win-Line Marketing Communications Co. Ltd	China	51
Guangzhou Win-line Ogilvy Management Consulting Co Ltd	China	51
Hill & Knowlton (China) Public Relations Co Ltd	China	100
H-Line Ogilvy Communications Company Ltd	China	100
Hogarth (Shanghai) Image Video Design & Production Co.Ltd	China	100
J.Walter Thompson Bridge Advertising Co. Ltd.	China	100
Kinetic Advertising (Shanghai) Co. Ltd	China	100
Landor Associates Designers and Consultants Limited	China	100
Midas Media Limited	China	100
Neo@ogilvy	China	100
Ogilvy (Fujian) Advertising Co. Ltd	China	51
Ogilvy Action Advertising Co., Ltd	China	50
Ogilvy Fashion and Lifestyle Co. Limited	China	100
Ogilvy Raynet Communications Co Ltd	China	60
Possible Worldwide Co Ltd	China	100
Red Wasabi Marketing Consulting (Shanghai) Co., Ltd	China	100
RMG Relationship Marketing Group Ltd	China	100
Salmon Software Technology (Beijing) Co. Ltd.	China	100
Shanghai Astus Advertising Co., Ltd.	China	50
Shanghai Bates MeThinks Marketing Communications Co. Ltd	China	70
Shanghai Easycom Advertising Co., Ltd.	China	75
Shanghai Evision Digital Marketing Consulting Co Ltd	China	100
Shanghai Iconmobile Co Ltd	China	67.9
Shanghai Linjie Marketing Services Co. Ltd.	China	70
Shanghai Methinks Ogilvy Advertising Co. Ltd	China	70
Shanghai Mjoule Advertising Co., Ltd	China	100
Shanghai Ogilvy & Mather Advertising Ltd	China	100
Shanghai Ogilvy & Mather Marketing Communications Consulting Co Ltd	China	100
Shanghai SAC Ogilvy Marketing Communications Co., Ltd	China	66
Shanghai SocialThink Advertising Co., Ltd.	China	100
Shanghai Star Echo Marketing & Communication Co., Ltd	China	51
Shanghai Sudler MDS Healthcare Communications Co., Ltd	China	60
Shanghai Yuhai Advertising Co Ltd	China	70
Shenyang Ogilvy Communications Co. Ltd	China	60
Shenzhen Black Arc Ogilvy Advertising Media Limited	China	60
Soho Square Advertising Co Ltd	China	100
The Brand Union China	China	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
WPP (China) Management Co., Ltd.	China	100
Young & Rubicam (Beijing) Advertising Co Ltd	China	90
Burson Cohn & Wolfe Colombia S.A.S.	Colombia	100
Geometry Global Colombia S.A.S.	Colombia	100
Grey Colombia S.A.S.	Colombia	100
GroupM Colombia S.A.S	Colombia	100
GroupM Trading Colombia S.A.S.	Colombia	100
Hogarth Colombia S.A.S.	Colombia	100
Mediacom S.A.S	Colombia	100
Mindshare Colombia S.A.S	Colombia	100
Ogilvy & Mather Colombia S.A.S.	Colombia	100
The Cocktail America, S.A.S	Colombia	80
VMLY&R Colombia S.A.S.	Colombia	100
Wavemaker Colombia S.A.S.	Colombia	100
WPP Bolivar SAS	Colombia	100
WPP Colombia S.A.S.	Colombia	100
Wunderman Ltda	Colombia	100
Wunderman Thompson Colombia S.A.S.	Colombia	100
Geometry Global Costa Rica Agencia de Publicidad S.R.L.	Costa Rica	100
GroupM Costa Rica Limitada	Costa Rica	100
IBOPE Monitor de Costa Rica S.A.	Costa Rica	99.42
Possible Worldwide Costa Rica Limitada	Costa Rica	100
BRUKETA&ŽINIĆ&GREY d.o.o.	Croatia	83.3
GroupM Central Europe Zagreb d.o.o	Croatia	100
Mediacom Central Europe Zagreb d.o.o.	Croatia	100
Poster Publicity Juogoistocan Europa Doo	Croatia	51
Wunderman PXP d.o.o.	Croatia	75
Team Holdings Curacao N.V.	Curaçao	91.28
Grey Worldwide Middle East Network Ltd	Cyprus	100
Geometry Prague s.r.o	Czech Republic	100
GroupM s.r.o.	Czech Republic	100
H1.cz s.r.o.	Czech Republic	100
MC2 Praha Media Agency s.r.o.	Czech Republic	100
MediaCom Praha s.r.o.	Czech Republic	100
MindShare s.r.o.	Czech Republic	100
Mirum s.r.o	Czech Republic	100
MQI Brno spol. s.r.o.	Czech Republic	51
NEO Czech Republic s.r.o.	Czech Republic	100
Ogilvy (Performance Marketing), s.r.o.	Czech Republic	80
Ogilvy One A.S.	Czech Republic	75
Ogilvy s.r.o.	Czech Republic	92.1
Taylor Nelson Sofres Factum s.r.o	Czech Republic	100
WAVEMAKER Czech s.r.o.	Czech Republic	100
WPP Czech Properties, s.r.o.	Czech Republic	100
Wunderman s.r.o.	Czech Republic	100
Young & Rubicam CZ s.r.o	Czech Republic	100
Young & Rubicam Praha s.r.o.	Czech Republic	100
ADPeople A/S	Denmark	100
AKQA Denmark A/S	Denmark	75
Bates/Red Cell Gruppen A/S	Denmark	100
Burson Marsteller A/S	Denmark	100
Grey Nordic ApS	Denmark	100
Grey Shared Services A/S	Denmark	100
Grey Worldwide Kobenhavn A/S	Denmark	100
GroupM Denmark A/S	Denmark	100
Hundred Percent Film Production A/S	Denmark	100
Intelligence Group ApS	Denmark	100
Mannov A/S	Denmark	50
Mannov Holding A/S	Denmark	50
Maxus Communications A/S	Denmark	100
MediaCom Danmark A/S	Denmark	100
Mindshare A/S	Denmark	100
NFO Genius Aps	Denmark	100
Nordic Retails Group A/S	Denmark	100
Ogilvy Danmark A/S	Denmark	100
Uncle Grey A/S	Denmark	100
Wavemaker A/S	Denmark	100
WPP Holding Denmark A/S	Denmark	100
Wunderman A/S	Denmark	51
Y&R Denmark Holdings II APS	Denmark	100
GMC Media Services Dominicana, S.A.S.	Dominican Republic	100
Compania Rednet Ecuador ECUAREDNET S.A.	Ecuador	100
Maruri Digital Cía. Ltda. MARDIGITAL	Ecuador	60
MARURI-GREY S.A.	Ecuador	60
Reniermedios S.A.	Ecuador	100
WPP Grey Holding Ecuador WPPGHE S.A.	Ecuador	100
A.M.R.B. Egypt L.L.C.	Egypt	80.82
Grey Worldwide Middle East Network Limited	Egypt	85
Hill and Knowlton Strategies Egypt LLC	Egypt	81.85
Hug Digital LLC	Egypt	70
M.S. Plus Ltd	Egypt	63.77
MediaCom Egypt	Egypt	85

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Mediacom LLC—Egypt	Egypt	78.22
Memac Ogilvy & Mather Egypt LLC	Egypt	60
Mindshare Egypt LLC	Egypt	64
Team Young & Rubicam LLC (Egypt)	Egypt	68.77
Wavemaker LLC	Egypt	66.33
Wunderman LLC	Egypt	72
AKQA El Salvador, Limitada de Capital Variable	El Salvador	100
J Walter Thompson S.A. de C.V.	El Salvador	100
Extern Finland Oy	Finland	100
GroupM Finland Oy	Finland	100
Hill and Knowlton Finland Oy	Finland	100
J Walter Thompson Finland Oy	Finland	100
Mediatoimisto Happi Oy	Finland	100
Pohjoisranta BCW Oy	Finland	51.06
Wunderman Helsinki Oy Ltd	Finland	100
Wunderman Thompson Finland Oy	Finland	100
24/7 Media SARL	France	100
AKQA SASU	France	100
Argonautes SA	France	82.98
AxiCom Communications SARL	France	100
Bates SAS	France	100
BCW SAS	France	100
Carbon 14 SA	France	82.93
CBA Activation SAS	France	81.22
CBA Architecture Commerciale et Design D'environnement SAS	France	82.92
Concorde Finance France SAS	France	100
Conexance MD SAS	France	100
CT Finances SA	France	82.98
CUBING SAS	France	86.01
Geometry Global S.A.S.	France	100
Get Ready Production SAS	France	68.17
Group M France SAS	France	100
H&O	France	100
HK Strategies	France	100
Keyade SAS	France	100
Kinetic SAS	France	100
KR Wavemaker SAS	France	100
Landor Associates SAS	France	100
Les Ouvriers du Paradis United Babylone SAS	France	100
Lumiere Publicite SARL	France	100
Media Insight SNC	France	100
Mediacom Paris SA	France	100
Mindshare SNC	France	100
Ogilvy Paris	France	100
OgilvyOne Worldwide SAS	France	100
Peclers Paris SAS	France	100
Poster Conseil	France	95
Predictys SAS	France	70
Professional Public Relations SAS	France	100
Public Relations AKKA SAS	France	100
Quisma France SAS	France	100
R2D SAS	France	96.76
Ray Productions SARL	France	100
Regional Management Group SAS	France	100
Screenbase SAS	France	95
Sensio Grey SAS	France	100
Social Lab France SAS	France	80
Studio M France SAS	France	100
Superunion SAS	France	100
T.E.S.T. S.A.	France	100
Velvet Consulting SAS	France	96.76
VMLY&R France SAS	France	100
WPP Finance SA	France	100
WPP France Holdings SAS	France	100
WPP Health France SAS	France	100
Wunderman SAS	France	100
X-Prime Groupe SAS	France	100
(m)SCIENCE GmbH	Germany	100
(m)STUDIO GmbH	Germany	100
Advanced Techniques Group (ATG) GmbH	Germany	100
AKQA GmbH	Germany	100
argonauten GmbH	Germany	100
AxiCom Axiom Communications GmbH	Germany	100
banbutsu dcp GmbH	Germany	67.9
BCW GmbH	Germany	100
Best of Media GmbH 52111	Germany	100
Blumberry GmbH	Germany	100
BOBBY&CARL GmbH	Germany	50
Brand Pier GmbH	Germany	60
Buchanan Advertising (Deutsche) GmbH	Germany	61.5
Commarco Campus Communications GmbH	Germany	100
Concept Media Gesellschaft für Planung und Beratung mit beschränkter Haftung	Germany	100
deepblue networks AG	Germany	100
Dorland Werbeagentur GmbH	Germany	100
Essence Global Germany GmbH	Germany	100
Finsbury Glover Hering Europe GmbH	Germany	100
Finsbury Glover Hering Holding GmbH	Germany	51.59
G2 Düsseldorf GmbH	Germany	100
GCI Germany GmbH	Germany	100
GCI Health Unternehmensberatung für Kommunikation GmbH	Germany	80
gkk Bremen GmbH	Germany	100
gkk DialogGroup GmbH	Germany	100
gkk Hannover GmbH Agentur für Dialogmarketing	Germany	100
gkk München GmbH	Germany	100
Grey CIS Werbeagentur GmbH	Germany	100
GREY Düsseldorf GmbH	Germany	100
Grey Famously Effective GmbH	Germany	100
GREY germany GmbH	Germany	100
Grey GmbH	Germany	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Grey Holding Central Europe GmbH	Germany	100
Grey Shopper GmbH	Germany	100
greyhealth group GmbH	Germany	100
GroupM Competence Center GmbH 76816	Germany	100
GroupM Digital Germany GmbH	Germany	100
groupm Germany GmbH & Co. KG	Germany	100
groupm Germany Verwaltungs GmbH	Germany	100
GroupM Technology GmbH	Germany	100
GTB Germany GmbH	Germany	100
GTO—Global Team Orange GmbH	Germany	100
Hering Schuppener Unternehmensberatung für Kommunikation GmbH	Germany	100
Hill+Knowlton Strategies GmbH	Germany	100
Hogarth Worldwide GmbH	Germany	100
i Premium Service München GmbH	Germany	100
Icon Impact GmbH	Germany	50.93
icon incar GmbH	Germany	67.9
iconmobile GmbH	Germany	67.9
iconmobile technologies GmbH	Germany	67.9
INGO Hamburg GmbH	Germany	100
Instant Data GmbH	Germany	100
IntraMedic GmbH	Germany	100
KBM Group Deutschland GmbH	Germany	100
Kinetic Worldwide Germany GmbH	Germany	100
Lambie-Nairn & Company Limited 193069	Germany	100
Landor Associates GmbH	Germany	100
loved gmbh	Germany	70
Magic Poster GmbH	Germany	100
Media Consult WPP GmbH	Germany	100
MediaCom Agentur für Media-Beratung GmbH	Germany	100
MediaCom Hamburg GmbH	Germany	100
MediaCom Holding Central and Eastern Europe GmbH	Germany	100
MediaCom München GmbH	Germany	100
MediaCom TWENTYFIVE GmbH	Germany	100
metagate GmbH (63549)	Germany	100
MindShare GmbH	Germany	100
Mirum Agency GmbH	Germany	100
Ogilvy GmbH	Germany	100
Ogilvy Public Relations GmbH	Germany	74.8
OgilvyFinance AG	Germany	100
OSCAR Service GmbH	Germany	100
PATH GmbH	Germany	100
plista GmbH	Germany	100
PQ PLAKATQUALITÄT Agentur für Außenwerbung GmbH	Germany	100
RessourcenReich GmbH	Germany	66.5
Sales Port GmbH	Germany	60
SCHOLZ & FRIENDS Berlin GmbH	Germany	100
SCHOLZ & FRIENDS Digital Media GmbH	Germany	50.1
SCHOLZ & FRIENDS Düsseldorf GmbH 39859	Germany	100
SCHOLZ & FRIENDS Family GmbH	Germany	100
SCHOLZ & FRIENDS Group GmbH	Germany	100
SCHOLZ & FRIENDS Hamburg GmbH	Germany	100
SCHOLZ & FRIENDS iDialog GmbH	Germany	100
SCHOLZ & FRIENDS NeuMarkt GmbH	Germany	100
SCHOLZ & FRIENDS POSSIBLE GmbH	Germany	100
SCHOLZ & FRIENDS Trademarks GmbH	Germany	100
Social Lab GmbH	Germany	80
Superunion Germany GmbH	Germany	100
Syzygy AG	Germany	50.33
syzygy Deutschland GmbH	Germany	50.33
Syzygy Media GmbH	Germany	50.33
Syzygy Performance GmbH	Germany	50.33
Syzygy Performance Marketing GmbH	Germany	50.33
Team Cosmo GmbH	Germany	100
TheAndPartnership Germany GmbH	Germany	71.12
thjnk ag	Germany	100
thjnk berlin gmbh	Germany	70
thjnk düsseldorf gmbh	Germany	70
thjnk hamburg gmbh	Germany	100
thjnk münchen GmbH	Germany	100
thjnk tank GmbH	Germany	100
TWENTYFIVE Communications GmbH & Co. KG	Germany	69.3
TWENTYFIVE Verwaltungs GmbH	Germany	69.3
UV Interactive Entertainment GmbH	Germany	100
VMLY&R COMMERCE GmbH (77625) 157736	Germany	100
VMLY&Rx GmbH	Germany	100
WAVEMAKER GmbH	Germany	100
WPP Deutschland Holding GmbH & Co. KG	Germany	100
WPP Deutschland Verwaltungs GmbH	Germany	100
WPP Finance Deutschland GmbH	Germany	100
WPP Holding Central and Eastern Europe GmbH	Germany	100
WPP IT-Germany GmbH & Co. KG	Germany	100
WPP Marketing Communications Germany GmbH	Germany	100
WPP media solutions GmbH	Germany	71.33
WPP Service GmbH & Co. KG HRA 51032	Germany	100
Wunderman Thompson GmbH 84045	Germany	100
Young & Rubicam Group Germany GmbH (78543, 52218) 121641	Germany	100
Grey Athens SA	Greece	100
Maxus Commercial Communications SA	Greece	74.98

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
MediaCom Ltd	Greece	100
Movielab SA	Greece	66.4
PUBLICOM COMMUNICATIONS LTD	Greece	66.33
Red Cell Advertising SA	Greece	66.4
Salesplus Ltd	Greece	100
Spot Thompson Total Communication Group SA	Greece	66.4
The Media Edge SA	Greece	100
Tribe Advertising Services SA	Greece	53.08
WAVEMAKER Hellas S.A.	Greece	50
Wunderman Advertising SA	Greece	100
Young & Rubicam Advertising S.A.	Greece	100
GroupM Guatemala, S.A.	Guatemala	100
J Walter Thompson SA (Guatemala)	Guatemala	100
XumaK, S.A.	Guatemala	100
Acceleration Holdings Limited	Guernsey	100
WPP MR Finance (CI) Limited	Guernsey	100
WPP MR Finance (G) Limited	Guernsey	100
WPP MR Finance Limited	Guernsey	100
J Walter Thompson, Sociedad Anonima	Honduras	100
Active Display Group Ltd	Hong Kong	61.5
Added Value Limited	Hong Kong	100
Agenda (Hong Kong) Ltd	Hong Kong	100
Agenda Group (Asia) Limited	Hong Kong	100
ARBA Holdings Limited	Hong Kong	65
Astus APAC Limited	Hong Kong	50
Bates Hong Kong Limited	Hong Kong	100
BatesAsia Limited	Hong Kong	100
Blue Interactive Marketing Limited	Hong Kong	100
Brand Communications International Limited	Hong Kong	60
Burson-Marsteller (Asia) Limited	Hong Kong	100
Burson-Marsteller (Hong Kong) Limited	Hong Kong	100
Cohn & Wolfe Impact Asia Limited	Hong Kong	100
Conquest Marketing Communications (Hong Kong) Limited	Hong Kong	100
Conquest Marketing Communications (Taiwan) Limited	Hong Kong	100
David Communications Group Limited	Hong Kong	100
Designercity (HK) Limited	Hong Kong	51
Era Ogilvy Public Relations Co., Limited	Hong Kong	70
Finsbury Asia Limited	Hong Kong	100
FITCH Design Limited	Hong Kong	87.5
Freeway Communications Ltd	Hong Kong	100
G2 Hong Kong Ltd	Hong Kong	100
Geometry Global Company Limited	Hong Kong	100
Golden Fame International Holdings Ltd	Hong Kong	60
Grand Wealth International Holdings Limited	Hong Kong	51
Grey Advertising Hong Kong Ltd	Hong Kong	100
Grey Advertising Limited	Hong Kong	100
Grey DPI (Hong Kong) Limited	Hong Kong	60
Grey Healthcare Ltd	Hong Kong	50
Grey Interactive Ltd	Hong Kong	60
Grey International Limited	Hong Kong	100
Grey Public Relations Company Ltd	Hong Kong	100
GroupM Communications Hong Kong Limited	Hong Kong	100
GroupM Limited	Hong Kong	100
Hill and Knowlton Asia Limited	Hong Kong	100
Hill and Knowlton Asia Pacific Limited	Hong Kong	100
H-Line Worldwide Limited	Hong Kong	100
Hogarth Worldwide (Hong Kong) Limited	Hong Kong	100
Hong Kong Dawson Marketing Communications Company Limited	Hong Kong	100
HWGL Investment (Holding) Company Limited	Hong Kong	100
iPR Ogilvy (China) Limited	Hong Kong	60
iPR Ogilvy Holdings Limited	Hong Kong	60
iPR Ogilvy Limited	Hong Kong	60
J. Walter Thompson Company (North Asia) Limited	Hong Kong	100
Landor Associates Designers & Consultants Ltd	Hong Kong	100
Lightspeed Research HK Limited	Hong Kong	100
MEDIACOM COMMUNICATIONS LIMITED	Hong Kong	100
Mediacom Limited	Hong Kong	100
MindShare Communications Limited	Hong Kong	100
MindShare Hong Kong Limited	Hong Kong	100
NB Agency Asia Holding Limited	Hong Kong	70
Ogilvy & Mather (China) Holdings Limited	Hong Kong	100
Ogilvy & Mather (China) Limited	Hong Kong	100
Ogilvy & Mather (Hong Kong) Private Limited	Hong Kong	100
Ogilvy & Mather Marketing Communications Limited	Hong Kong	100
Ogilvy & Mather Marketing Services Limited	Hong Kong	100
Ogilvy Public Relations Worldwide Limited (Hong Kong)	Hong Kong	100
OgilvyOne Worldwide Hong Kong Limited	Hong Kong	100
Pulse Communications Ltd	Hong Kong	100
RedWorks Limited	Hong Kong	100
Rice 5 Limited	Hong Kong	70
Rikes Hill & Knowlton Limited	Hong Kong	70
Shengshi International Media (Group) Limited	Hong Kong	100
Soho Square Hong Kong Limited	Hong Kong	100
Superunion Brand Consulting Limited	Hong Kong	100
Team Y&R Holdings Hong Kong Limited	Hong Kong	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
The Bridge Communications Company Limited	Hong Kong	100
Wavemaker Hong Kong Limited	Hong Kong	100
Whizzbangart Hong Kong Ltd	Hong Kong	100
Wit Ocean Limited	Hong Kong	100
WPP Captive Holdings Limited	Hong Kong	100
WPP Group (Asia Pacific) Limited	Hong Kong	100
WPP Marketing Communications (Hong Kong) Limited	Hong Kong	100
Wunderman Thompson (Taiwan) Limited	Hong Kong	100
Wunderman Thompson Limited (Hong Kong)	Hong Kong	100
XM Hong Kong Limited	Hong Kong	100
Young & Rubicam (HK) Limited	Hong Kong	100
Geometry Global Hungary Kft	Hungary	100
GOROID KFT	Hungary	51
Grey Hungary Kft	Hungary	100
Harrogate Estate Ingatalanforgalmazo es Kereskedelmi Kft	Hungary	50
Mac-Mester Kft	Hungary	100
Maximize Mediaugynokseg Kft	Hungary	50
Mconnect Hungary Kft	Hungary	100
MEC Interaction Hungary Kft	Hungary	100
Media Insight Kft	Hungary	50
MediaCom Magyarország Kft	Hungary	100
METs Hungary Kft	Hungary	100
MFuture Hungary Kft	Hungary	100
MindShare Mediaugynokseg Kft	Hungary	50
Mirum Zrt	Hungary	100
MSL ACCESSIBILITY Kft.	Hungary	50
Ogilvy Group Zrt	Hungary	100
OKEGO Kft	Hungary	70
PANGALATIK MEDIA KFT.	Hungary	100
Portland Kozteruleti Reklamugynokseg Kft	Hungary	75
PPI Kinetic Kft	Hungary	50
Redworks Budapest Kft	Hungary	100
Scholz & Friends Budapest Kft	Hungary	100
TEAM RED Advertising, Trading and Consulting Limited Liability Company	Hungary	100
TEAM RED Media Korlátolt Felelősségű Társaság	Hungary	100
VELED Kft.	Hungary	80
VMLY&R Hungary Kft.	Hungary	100
Wavemaker Hungary Kft	Hungary	100
WPP Hungary Kft	Hungary	100
Wunderman Kft	Hungary	100
Alphabet Consulting Private Limited	India	60
Asatsu-DK-Fortune Communications Private Ltd	India	50
Atlas Advertising Private Ltd	India	87.78
Autumn Advertising Private Limited	India	78.5
Bates India Private Ltd	India	87.78
Batey India Private Limited	India	100
Bay99 Studios India Private Limited	India	100
Brand David Communications Private Limited	India	86.06
BU India Private Limited	India	100
Contract Advertising India Pvt Ltd	India	84.4
Eighty Two Point Five Communications Private Limited	India	80
Encompass Events Private Ltd	India	90
G2 Communications Pvt Ltd	India	100
G2 Rams India Pvt Ltd	India	94.7
Genesis BCW Private Limited	India	100
Geometry Global India Pvt	India	90
Glitch Media Private Limited	India	79
Grey Worldwide (India) Pvt.Ltd	India	100
GroupM Media India Pvt Ltd	India	69.5
Hindustan Thompson Advertising Limited	India	73.98
HTA Marketing Services Private Limited	India	74
Hug Digital Private Limited	India	70
Hungama Digital Services Private Limited	India	56.04
Interactive Television Private Limited	India	80
Kinetic Advertising India Private Limited	India	84.4
Knowledge Based Marketing Company India LLP	India	100
Linxsmart Technologies Private Limited	India	99.91
Madhouse Mobile India Private Limited	India	100
Matrix Publicities & Media India Pvt Ltd	India	100
MediaCom Communications Pvt Ltd	India	74
Mediaedge:cia India Pvt Ltd	India	100
Mirum Digital Private Limited	India	79.46
Ogilvy & Mather Pvt Ltd	India	74
Options Communications India Pvt Ltd	India	100
Pennywise Solutions Private Limited	India	67.13
PPR South Asia Private Limited	India	100
Qais Consulting (India) Pvt Ltd	India	100
Quasar Media Private Ltd	India	100
RC&M Experiential Marketing LLP	India	70
Results India Communications Pvt Ltd	India	69.5
Salmon Commerce Private Limited	India	99.91
Sercon India Private Limited	India	74
Six Degrees PR Consultants Pvt Ltd	India	70
Trikaya Communications Pvt. Ltd	India	100
Verticurl Marketing Private Limited	India	60
WPP Marketing Communications India Pvt. Ltd.	India	100
PT Alpha Salmon	Indonesia	61.5
PT Bates Mulia Indonesia	Indonesia	100
PT Bullseye	Indonesia	61.5

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
PT Cohn & Wolfe XPR	Indonesia	100
PT Digital Pariwara Satu Asia	Indonesia	100
PT Eksakta Digital Gemilang	Indonesia	65
PT Gagas Mahadaya Indera	Indonesia	70
PT Geometri Global Indonesia	Indonesia	100
PT Ide Gemilang Milenia	Indonesia	100
PT Indo-Ad Inc	Indonesia	100
PT Kenaikan Laba Dua	Indonesia	100
PT Magnivate Group	Indonesia	60
PT Merrion Square	Indonesia	100
PT Rama Perwira	Indonesia	100
PT STW Group	Indonesia	61.5
PT Wira Pamungkas Pariwara Inc	Indonesia	100
PT Wunderman Pamungkas Indonesia	Indonesia	80
PT XM Gravitasi Digital (F.K.A. Magnivate)	Indonesia	100
Musharaket AlRai	Iraq	63.5
Culverbridge Limited	Ireland	64.35
Eightytwenty Customer Experience Limited	Ireland	100
EWA Ireland Ltd	Ireland	100
Group M WPP Ltd	Ireland	100
Maxus Communications Limited	Ireland	81.77
Mediacom (Media Planning and Buying) Ltd	Ireland	100
Mediaedge:cia Ireland Limited	Ireland	51
MindShare Limited	Ireland	64.35
Mindshare Media Ireland Limited	Ireland	64.35
Ogilvy & Mather Group Limited	Ireland	100
Ogilvy & Mather Limited	Ireland	100
Ogilvy & Mather Strategy 1 Limited	Ireland	100
Ogilvy & Mather Strategy 2 Limited	Ireland	100
Ogilvy One Worldwide Limited	Ireland	100
Poster Plan Limited	Ireland	51
Wilson Hartnell Public Relations Limited	Ireland	100
WPP Air 1 Unlimited Company	Ireland	100
WPP Air 2 Unlimited Company	Ireland	100
WPP Air 3	Ireland	100
WPP Emerald Limited	Ireland	100
WPP Ireland Holdings Limited	Ireland	100
WPP Ireland Limited	Ireland	100
WPP UK Holdings (Ireland)	Ireland	100
JWT Digital	Israel	50
JWT Israel Ltd	Israel	100
Media Edge Israel Ltd	Israel	100
MEDIACOM CONNECTIONS LTD	Israel	51
Meishav Hafakot Ltd	Israel	100
Netking (1999) Ltd	Israel	100
Shalmor Avnon Amichay Advertising Ltd	Israel	100
United Media (R.S. 2005) Ltd	Israel	100
Y&R Interactive 2.1 Ltd	Israel	100
AKQA Srl	Italy	91
AQuest S.r.l.	Italy	85

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
AxiCom Italia Srl	Italy	100
Burson Cohn & Wolfe Srl	Italy	100
CBA Milan	Italy	82.98
Connect Italy srl	Italy	100
FAST—Financial Administration Solutions & Technologies Srl	Italy	100
Geometry Global Srl	Italy	100
Grey Healthcare Italia Srl	Italy	100
Grey srl	Italy	100
GroupM plus Srl	Italy	100
GroupM Srl	Italy	100
GTC Srl	Italy	100
Hill+Knowlton Strategies Italy srl	Italy	100
Hogarth Worldwide Italy srl	Italy	100
Intramed Communications Srl	Italy	100
Kinetic Srl	Italy	100
Landor Associates Srl	Italy	100
Lorien Consulting Srl	Italy	100
Maximize Srl	Italy	100
MDC srl	Italy	100
Media Club Srl	Italy	100
Media Insight Srl	Italy	100
Mediacom Italia Srl	Italy	100
Mindshare SpA	Italy	100
Nexthealth Srl	Italy	100
Ogilvy & Mather Srl	Italy	100
Ogilvy Interactive Srl	Italy	100
OgilvyOne Worldwide SpA	Italy	100
Red Cell Srl	Italy	100
Sentrix Global Health Communications Srl	Italy	100
Soho Square Srl	Italy	100
Sudler & Hennessey Srl	Italy	100
VMLY&R	Italy	100
VMLY&R ITALY S.r.l	Italy	100
Wavemaker Italia S.r.l.	Italy	100
WPP Marketing Communications (Italy) Srl	Italy	100
Wunderman Thompson S.r.l.	Italy	100
24/7 Search KK	Japan	50
AKQA GK	Japan	100
Bates Asia Japan Inc.	Japan	100
Burson Cohn & Wolfe Japan Inc.	Japan	100
David Communications KK	Japan	100
Essence Global Japan KK	Japan	100
Geometry Ogilvy Japan G.K.	Japan	100
Grey Healthcare Japan Inc	Japan	100
Grey Worldwide Inc (Japan)	Japan	100
GroupM Japan KK	Japan	100
Hill & Knowlton Japan Ltd	Japan	100
Hogarth Inc.	Japan	100
Hogarth Worldwide Japan GK	Japan	100
Ogilvy Public Relations Worldwide (Japan) KK	Japan	100
Soho Square Japan K.K.	Japan	100
Sudler Japan Inc.	Japan	100
The&Partnership Japan K.K.	Japan	100
Verticurl Japan G.K.	Japan	60

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
WPP Marketing Communications GK	Japan	100
Wunderman Thompson Tokyo GK	Japan	100
Mediopoly Limited	Jersey	51.78
WPP 2012 Limited	Jersey	100
WPP plc	Jersey	100
MEC Jordan Limited	Jordan	50
Mindshare Middle East and North Africa Jordan LLC	Jordan	63.5
Grey Almaty LLP	Kazakhstan	100
BluePrint Marketing Limited	Kenya	56.25
Grego Limited	Kenya	56.25
Grey East Africa Limited	Kenya	56.25
GroupM Africa Limited	Kenya	56.25
Hill & Knowlton East Africa Limited	Kenya	56.25
J. Walter Thompson Kenya Limited	Kenya	58.05
MEC Africa Limited	Kenya	56.25
Media Compete East Africa Limited	Kenya	56.25
MindShare Kenya Limited	Kenya	56.25
Ogilvy & Mather (Eastern Africa) Limited	Kenya	56.25
Ogilvy Africa Ltd	Kenya	56.25
Ogilvy Africa Media Limited	Kenya	56.25
Ogilvy Kenya Limited	Kenya	56.25
Ogilvy Public Relations Limited	Kenya	56.25
Roundtrip Limited	Kenya	56.25
Scanad Africa Limited	Kenya	56.25
Scanad East Africa Limited	Kenya	56.25
Scanad Kenya Limited	Kenya	56.25
Squad Digital Limited	Kenya	67.97
WPP Scangroup PLC	Kenya	56.25
Al Yaqeen Memac Advertising and Publicity Establishment.	Kuwait	60
JWT Advertising & Marketing Co WLL	Kuwait	67
Mindshare W.L.L.	Kuwait	63.5
Asdaa Advertising & Public Relations Sarl	Lebanon	79.2
Digital Factory S.A.L (Offshore)	Lebanon	68
Grey Worldwide Middle East Network SARL	Lebanon	100
Intermarkets SAL	Lebanon	57.3
JWT SAL (Offshore)	Lebanon	68
Media Insight S.A.R.L	Lebanon	64
MediaCom S.a.r.l.	Lebanon	78.1
Memac Ogilvy & Mather SAL	Lebanon	60
Memac Ogilvy Inter-Regis (Holdings) SAL	Lebanon	60
Memac Ogilvy Media S.A.R.L	Lebanon	64
Mindshare Lebanon SAL	Lebanon	64
Mservices offshore SAL	Lebanon	64
Sofres AM (Sal)	Lebanon	100
Team Young & Rubicam SARL (Lebanon)	Lebanon	65.39
Tihama Al Mona International—J Walter Thompson S.A.R.L	Lebanon	68
Wavemaker Sarl	Lebanon	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Grey Worldwide Luxembourg S.A.	Luxembourg	90
Helix S.à r.l.	Luxembourg	100
InfinAlt SOLUTIONS S.A.	Luxembourg	100
WPP Luxembourg Beta Three Sarl	Luxembourg	100
WPP Luxembourg Beta Two Sarl	Luxembourg	100
WPP Luxembourg Europe SARL	Luxembourg	100
WPP Luxembourg Gamma Five Sarl	Luxembourg	100
WPP Luxembourg Gamma Four Sarl	Luxembourg	100
WPP Luxembourg Gamma Sarl	Luxembourg	100
WPP Luxembourg Gamma Three Sarl	Luxembourg	100
WPP Luxembourg Germany Holdings 3 Sarl	Luxembourg	100
WPP Luxembourg Germany Holdings 6 S.à r.l.	Luxembourg	100
WPP Luxembourg Germany Holdings S.à r.l	Luxembourg	100
WPP Luxembourg Holdings Eight Sarl	Luxembourg	100
WPP Luxembourg Holdings Sarl	Luxembourg	100
WPP Luxembourg Holdings Seven SARL	Luxembourg	100
WPP Luxembourg Holdings Six SARL	Luxembourg	100
WPP Luxembourg Holdings Three Sarl	Luxembourg	100
WPP Luxembourg Holdings Two Sarl	Luxembourg	100
WPP Luxembourg IH 2001 Holdings Sarl	Luxembourg	100
WPP Luxembourg Sarl	Luxembourg	100
WPP Luxembourg Turris S.à r.l.	Luxembourg	100
WPP Luxembourg US Holdings Sarl	Luxembourg	100
WPP MR Luxembourg Alpha S.a.r.l.	Luxembourg	100
WPP MR Luxembourg Beta S.a.r.l	Luxembourg	100
WPP MR US S.a.r.l.	Luxembourg	100
WPP Quebec Square S.a r.l.	Luxembourg	100
WPP Union Square Sarl	Luxembourg	100
Wunderman Thompson S.A.	Luxembourg	100
J.Walter Thompson Company (Malawi) Ltd	Malawi	100
Scangroup (Malawi) Limited	Malawi	56.25
Agenda Solution Sdn Bhd	Malaysia	100
AMS Dorland Integrated Sdn Bhd	Malaysia	51
Artistree Sdn Bhd	Malaysia	100
Buchanan Advertising (Malaysia) Sdn. Bhd	Malaysia	61.5
Cohn & Wolfe XPR Sdn Bhd	Malaysia	73.33
Contract Communications Sdn Bhd	Malaysia	63.25
Edge Asia Digital Services Sdn Bhd	Malaysia	61.5
Essence Communications Sdn Bhd	Malaysia	100
Fitch Design Sdn Bhd	Malaysia	100
Geometry Global Interactive Sdn Bhd	Malaysia	100
Geometry Global PR SDN BHD	Malaysia	100
Geometry Global Sdn Bhd	Malaysia	100
Grey Worldwide Sdn Bhd	Malaysia	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Grey Worldwide SEA Sdn Bhd	Malaysia	100
GroupM Trading (M) Sdn. Bhd.	Malaysia	100
Hill and Knowlton (SEA) Sdn Bhd	Malaysia	100
Hogarth Worldwide Sdn Bhd	Malaysia	100
J Walter Thompson Sdn Bhd	Malaysia	63.25
Kinetic Worldwide Sdn Bhd	Malaysia	100
Mediacompete Sdn Bhd	Malaysia	100
Mediaedge:cia Malaysia Sdn Bhd	Malaysia	100
Millward Brown Malaysia Sdn Bhd	Malaysia	100
Ogilvy Public Relations Worldwide Sdn Bhd	Malaysia	100
OgilvyOne Worldwide Sdn Bhd	Malaysia	100
Portland Outdoor Malaysia Sdn Bhd	Malaysia	100
PTM Sdn Bhd	Malaysia	51
Salesplus Sdn Bhd	Malaysia	100
SPAFAX NETWORKS SDN. BHD.	Malaysia	100
Vocanic (Malaysia) SDN BHD	Malaysia	80.65
WPP Business Services Sdn. Bhd.	Malaysia	100
WPP Marketing Communications (Malaysia) Sdn Bhd	Malaysia	100
Young & Rubicam Sdn. Bhd.	Malaysia	100
Advertising Ventures Pvt Ltd	Mauritius	100
MIA Mauritius Limited	Mauritius	56.25
Scangroup Mauritius Holdings Limited	Mauritius	56.25
WPP Holdings (Mauritius) Ltd	Mauritius	100
141 Worldwide, SA de CV	Mexico	100
Agencia Colloquial de México, S.A. de C.V.	Mexico	100
Agencia de Comunicación Interactiva, SA de CV	Mexico	100
Burson Cohn & Wolfe de México, S. de R.L. de C.V.	Mexico	100
CM Interactive, S.A. de C.V.	Mexico	100
Compañía Hill and Knowlton México, S. de R.L. de C.V.	Mexico	100
Dinámica Múltiple, S. de R.L. de C.V.	Mexico	100
External Solutions Consulting, S. de R.L. de C.V.	Mexico	100
G7.0 Servicios Gráficos, SA de CV	Mexico	60
Grey México, S. de R.L. de C.V.	Mexico	100
Hogarth Worldwide de Mexico, S. de R.L. de C.V.	Mexico	100
Mind Share México, S. de R.L. de C.V.	Mexico	100
Mirum, S.A. de C.V.	Mexico	100
Ogilvy & Mather SA	Mexico	100
Ogilvy México, S.A.	Mexico	100
PPR Comunicaciones de México, S. de R.L. de C.V.	Mexico	100
Segarra, Cuesta, Puig, Fernandez De Castro, SRL de CV	Mexico	100
Soho Square México, S.A. de C.V	Mexico	100
The Cocktail America, SA DE CV	Mexico	79.99
The GroupM ESP Clever Company S.R.L. de C.V.	Mexico	100
The GroupM ESP Trading Company, S.R.L. de C.V.	Mexico	100
Triad Media Retail S de R de CV	Mexico	100
VBAT.MX, S. de R.L. de C.V.	Mexico	100
Walter Landor y Asociados, S de RL de CV	Mexico	100
Wavemaker México, S. de R.L. de C.V.	Mexico	100
Worldwide Mediacom México, S de R.L. de C.V.	Mexico	100
WPP Business Services, S. de R.L. de C.V.	Mexico	100
WPP Consulting México, S. de R.L. de C.V.	Mexico	100
WPP México, S.R.L. de C.V.	Mexico	100
WPP Second, S. de R.L. de C.V	Mexico	100
WT Marketing Integral, S. de R.L. de C.V.	Mexico	100
Wunderman Thompson México, S. de R.L. de C.V.	Mexico	100
Young & Rubicam, S. de R.L. de C.V.	Mexico	100
Y&R Mongolia LLC	Mongolia	60
Grey Worldwide North Africa Network SARL	Morocco	99
J Walter Thompson Morocco SARL	Morocco	67
Mediacompete s.a.r.l.	Morocco	78.1
Mindshare Morocco SARL	Morocco	63.5
Team Y&R SARL	Morocco	69.39
Velvet Consulting (SARL AU)	Morocco	96.76
Wavemaker SARL	Morocco	52.25
Scangroup Mozambique Limitada	Mozambique	56.25
Millward Brown Myanmar Co Ltd	Myanmar	100
Thompson Nepal Private Ltd	Nepal	76
AKQA B.V.	Netherlands	100
Arbour Square B.V.	Netherlands	100
Atlantic Dawn Participatie III B.V.	Netherlands	99.99
Axicom BV	Netherlands	100
Berkeley Square Holding BV	Netherlands	100
Blast Radius B.V.	Netherlands	100
Burson Cohn & Wolfe B.V.	Netherlands	100
Cavendish Square Holding BV	Netherlands	100
Centrale Holding Du Bois Ording B.V.	Netherlands	100
Chafma B.V.	Netherlands	100
CIA Holding B.V.	Netherlands	100
Colon Marketing BV	Netherlands	100
Cree8 B.V.	Netherlands	50
dBOD International B.V.	Netherlands	50
Design Bridge Nederland BV	Netherlands	100
Dolphin Square Holding B.V.	Netherlands	100
Du Bois Ording Design B.V.	Netherlands	100
EBSI Holding BV	Netherlands	100
Emark B.V.	Netherlands	84.49
Emark International B.V.	Netherlands	70
E-Mark Mail B.V.	Netherlands	70
Geometry Global Benelux B.V.	Netherlands	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Greenhouse Group B.V.	Netherlands	100
Grey Amsterdam B.V.	Netherlands	90
Grey Netherlands Holding B.V.	Netherlands	100
GreyPOSSIBLE Benelux B.V.	Netherlands	90
GreyPOSSIBLE Holding B.V.	Netherlands	100
Groundfloor BV	Netherlands	100
Group M India Holding B.V.	Netherlands	100
GroupM B.V.	Netherlands	100
GroupM Korea Digital B.V.	Netherlands	100
Healthworld BV	Netherlands	94
Healthworld Communications Group (Netherlands) B.V.	Netherlands	100
Hill+Knowlton Strategies B.V.	Netherlands	100
Hogarth Nederland B.V.	Netherlands	100
In Domo Consulting B.V.	Netherlands	56
JWT (Netherlands) Holding BV	Netherlands	99.2
JWT Rotterdam	Netherlands	99.52
LdB Ogilvy & Mather B.V.	Netherlands	51
Leicester Square Holding B.V.	Netherlands	100
Lexington International B.V.	Netherlands	100
Marketique Interactieve Marketing Services B.V.	Netherlands	100
MediaBasics BV	Netherlands	100
MediaCom B.V.	Netherlands	100
Millward Brown/Centrum BV	Netherlands	100
MindShare B.V.	Netherlands	100
Miniato B.V.	Netherlands	100
Mirum Europe B.V.	Netherlands	100
Muholos B.V.	Netherlands	50
Ogilvy & Mather Africa B.V.	Netherlands	56.25
Ogilvy Groep (Nederland) B.V.	Netherlands	100
Quisma Netherlands B.V.	Netherlands	100
Russell Square Holding BV	Netherlands	100
Scribble Beheer BV	Netherlands	100
Trafalgar Square Holding B.V.	Netherlands	100
Ubachs Wisbrun BV	Netherlands	100
Ubachs Wisbrun/JWT VOF	Netherlands	99.52
VBAT BV	Netherlands	100
Vincent Square Holding BV	Netherlands	100
Wavemaker BV	Netherlands	100
Witgoud Investments B.V.	Netherlands	100
WPP Claremont Square B.V.	Netherlands	100
WPP Group Holdings B.V.	Netherlands	100
WPP Holdings (Holland) B.V.	Netherlands	100
WPP Interflow Holding B.V.	Netherlands	100
WPP Japan Holding B.V.	Netherlands	100
WPP Kiev Square B.V.	Netherlands	100
WPP Kraken 2 B.V.	Netherlands	100
WPP Kraken B.V.	Netherlands	100
WPP Lincoln Square B.V.	Netherlands	100
WPP Management Services (Holland) B.V.	Netherlands	100
WPP Minotaur B.V.	Netherlands	100
WPP Netherlands B.V.	Netherlands	100
WPP Ontario Square BV	Netherlands	100
WPP Purgos One B.V.	Netherlands	100
WPP Rio Square BV	Netherlands	100
WPP Salisbury Square B.V.	Netherlands	100
WPP Sheridan Square B.V.	Netherlands	100
WPP Socrates BV	Netherlands	100
WPP Square one B.V	Netherlands	100
WPP Summer Square B.V.	Netherlands	100
WPP Superior Square BV	Netherlands	100
WPP Times Square B.V.	Netherlands	100
WPP US Investments BV	Netherlands	100
Wunderman Thompson Commerce B.V.	Netherlands	100
WVI Marketing Communications Group B.V.	Netherlands	100
Y & R Management Beheer B.V.	Netherlands	100
Y & R Minority Holdings C.V.	Netherlands	100
Young & Rubicam International Group B.V.	Netherlands	100
AKQA LIMITED	New Zealand	61.5
Assignment Group New Zealand Ltd	New Zealand	61.5
Chemistry Media Limited	New Zealand	61.5
COMMERCIAL CREATIVITY LIMITED	New Zealand	100
Dataconsult Ltd	New Zealand	100
Design Direct Ltd	New Zealand	100
DESIGNWORKS (NZ) LIMITED	New Zealand	57.01
Financial & Media Services (NZ) Ltd	New Zealand	61.5
Grey Worldwide New Zealand Ltd.	New Zealand	100
GroupM New Zealand Limited	New Zealand	61.5
Hill & Knowlton (New Zealand) Ltd	New Zealand	100
Ikon Communications (NZ) Ltd	New Zealand	61.5
MediaCom (New Zealand) Ltd.	New Zealand	100
Mindshare New Zealand Limited	New Zealand	61.5
P R Dynamics Limited	New Zealand	52.28
Professional Public Relations NZ Holdings Limited	New Zealand	52.28
Professional Public Relations NZ Limited	New Zealand	52.28
Promotional Campaigns Ltd	New Zealand	100
Research International N.Z. Limited	New Zealand	100
Singleton, Ogilvy & Mather New Zealand Limited	New Zealand	61.5
TBA Communications Ltd	New Zealand	51.66
The Media (Partnership) Ltd	New Zealand	100
VMLY&R Limited	New Zealand	61.5
Wavemaker New Zealand Limited	New Zealand	61.5
WPP HOLDINGS (NEW ZEALAND) LIMITED	New Zealand	61.5
WPP Holdings (New Zealand) Ltd	New Zealand	100
WUNDERMAN THOMPSON NZ LIMITED	New Zealand	61.5
Young & Rubicam Holdings Limited	New Zealand	61.5
J Walter Thompson SA (Nicaragua)	Nicaragua	100
Hill & Knowlton Strategies Nigeria Ltd	Nigeria	56.25
Scanad Nigeria Limited	Nigeria	56.25
Bates United AS	Norway	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Bates–Gruppen AS	Norway	100
Burson Cohn & Wolfe AS	Norway	100
CIA Norway Holdings AS	Norway	100
Gambit Hill & Knowlton AS	Norway	100
GroupM Norway AS	Norway	100
Linkpulse AS	Norway	100
MediaCom AS (Norway)	Norway	100
MediaPLUS AS	Norway	100
Mindshare Norway AS	Norway	100
NFO Infratest AS	Norway	100
Uncle Grey Oslo AS	Norway	100
Wavemaker AS	Norway	100
WPP Norway AS	Norway	100
24/7 Media Canada Holding Company	Nova Scotia	100
Fitch Inc.	Ohio	100
Wunderman Oman—Diamonds Screen SOC	Oman	54
Set Management, LLC	Oregon	65
GroupM Pakistan (Private) Ltd	Pakistan	100
Mindshare Pakistan (Pvt) Ltd	Pakistan	50
Ogilvy & Mather Pakistan (Private) Limited	Pakistan	50
Soho Square Pakistan (Private) Limited	Pakistan	50
WPP Marketing Communications (Pvt) Ltd	Pakistan	100
ASDAA Public Relations Holding Inc	Panama	80
G2 International Corp	Panama	100
GroupM Panamá S.A.	Panama	100
IMT Advertising (Holding) Inc	Panama	100
J Walter Thompson S.A.	Panama	100
Memac Ogilvy & Mather Holding Inc	Panama	60
W.N.D.R.M Inc	Panama	90
Yorkel Advertising Inc.	Panama	100
Binarix S.A.C.	Peru	65
Blast Radius Perú S.A.C.	Peru	65
Burson Cohn & Wolfe Perú S.A.C.	Peru	100
GCG Perú S.A.C.	Peru	100
Geometry Global Peru S.A.	Peru	70
GroupM Trading Peru S.A.	Peru	100
Mediacom Peru S.A.	Peru	100
MindShare Perú S.A.C.	Peru	100
Momentum Ogilvy & Mather SA	Peru	100
Storytelling Communications Perú S.A.C.	Peru	100
The Wavemaker Perú S.A.	Peru	100
VMLY&R Perú S.A.C.	Peru	100
WGPE S.A.C.	Peru	70
Alnery Philippines Inc	Philippines	78.4
Artistry Inc.	Philippines	51
BatesAsia Philippines Inc. DIVISION	Philippines	100
Campaigns & Grey Inc	Philippines	98.97
Geometry Global, Inc.	Philippines	51
Kinetic Worldwide Media Philippines Inc	Philippines	100
Movent, Inc	Philippines	70
Ogilvy & Mather (Philippines), Inc.	Philippines	60.67
Ogilvy Action Incorporated	Philippines	51
One Four One, Inc.	Philippines	100
Saffron Hill Philippines Inc	Philippines	99
WPP Marketing Communications Inc	Philippines	100
Wunderman International Philippines Inc	Philippines	100
Y&R Philippines Inc	Philippines	59.63
360 TTL Sp.z.o.o.	Poland	100
Brand Fibres sp. z o.o.	Poland	75
Cognifide Polska Sp z.o.o.	Poland	100
Cohn & Wolfe Sp.z.o.o.	Poland	100
Grey Possible JV Sp.z.o.o.	Poland	100
Grey Worldwide Warszawa Sp. z.o.o	Poland	100
GroupM Sp.z.o.o.	Poland	100
Heureka Huge Idea sp. z o.o. sp.k.	Poland	74
Hill and Knowlton Sp. z o.o	Poland	100
Huge Idea sp. z o.o.	Poland	75
J. Spolka z.o.o.	Poland	100
JWT Warszawa Sp. z.o.o	Poland	100
Lemon Sky Poland Sp. z o.o.	Poland	100
Lemon Sky Spółka z.o.o.	Poland	100
Media Plan Sp.z.o.o. DEREGISTERED	Poland	100
MediaCom—Warszawa Sp.z.o.o.	Poland	100
METS Sp. z.o.o.	Poland	100
MindShare Polska Sp. z.o.o.	Poland	100
Ogilvy Sp. z o.o.	Poland	100
Ogilvy&Mather Advertising Sp. z o. o	Poland	100
Possible Worldwide Poland sp. z o.o.	Poland	75
Pride and Glory Huge Idea sp. z o.o. S.K.A.	Poland	74
Raymond Sp. z.o.o	Poland	100
Slotala Biuro Inwestycyjno-Handlowe Sp.z.o.o.	Poland	50
Testardo Gram Sp. z.o.o.	Poland	100
The & Partnership Limited Spółka z ograniczona odpowiedzialnością	Poland	71.12
The Media Insight Polska Sp. z.o.o.	Poland	100
VML Europe Holding sp. z o.o.	Poland	100
Wavemaker Sp.z.o.o	Poland	100
Webola Huge Idea sp. z o.o. sp.k.	Poland	74
Wunderman Polska Sp. z.o.o.	Poland	100
Young & Rubicam Poland Sp. z.o.o.	Poland	100
24 JULHO—RELAÇÕES PÚBLICAS, S.A.	Portugal	60
APP II—Agência Portuguesa de Produção, Lda	Portugal	100
B.A.R. OGILVY PORTUGAL, S.A.	Portugal	100
Bates Red Cell Portugal—Publicidade e Marketing S.A.	Portugal	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
ExcentricGrey Lisboa—Agencia de Publicidade S.A.	Portugal	100
GroupM Publicidade Advertising Unipessoal, Lda	Portugal	100
M/SIX, Lda.	Portugal	100
MindShare—Planeamento e Compra de Tempo e Meios Publicitarios ACE	Portugal	100
Mindshare II—Meios Publicitarios Lda	Portugal	100
Ogilvy & Mather Portugal Directo Servicos S.A.	Portugal	100
Outrider Search Marketing—Consultoria e Servicos Web Lda	Portugal	75
PUBLIMDC—PLANEAMENTO E COMPRA DE MEIOS, UNIPESSOAL LDA	Portugal	100
The Media Edge Servicos Publicitarios Lda	Portugal	100
Wavemaker—Servicos Publicitarios Ltda	Portugal	100
WPP Portugal—Servicos Partihados, Unipessaoal, Lda	Portugal	100
WPP Portugal, Lda	Portugal	100
Wunderman Cato Johnson (Portugal) Lda—Servicos de Comunicacao Directa, LDA	Portugal	100
Young & Rubicam (Portugal)—Publicidade, LDA	Portugal	100
GroupM Puerto Rico Inc	Puerto Rico	100
GroupM Trading Puerto Rico, Inc	Puerto Rico	100
Promotions & Direct, Inc	Puerto Rico	100
VMLY&R Puerto Rico Inc.	Puerto Rico	100
Wunderman Thompson Puerto Rico Inc.	Puerto Rico	100
BCW Korea Ltd	Republic of Korea	100
Diamond Ogilvy LLC	Republic of Korea	100
dtSI Inc	Republic of Korea	100
Geometry Global Korea Co. Ltd	Republic of Korea	100
Grey Worldwide Korea Inc.	Republic of Korea	100
GroupM Korea Inc.	Republic of Korea	100
Longitude One LLC	Republic of Korea	70
M2 Digital Inc.	Republic of Korea	100
Marketing Communications Korea Co., LTD.	Republic of Korea	100
Ogilvy & Mather Korea LLC	Republic of Korea	100
Ogilvy CommonHealth, Inc	Republic of Korea	100
Post Visual Co. Ltd	Republic of Korea	76
Redworks Korea LLC	Republic of Korea	100
SOHO Square Korea	Republic of Korea	100
Synergy Hill & Knowlton Co Ltd	Republic of Korea	70
Vinyl I-Co. Ltd	Republic of Korea	75
Y&R Wunderman International Co., Ltd	Republic of Korea	100
CARNATION GROUP S.R.L.	Romania	100
Geometry Global Romania SRL	Romania	100
Grey Worldwide Romania SRL	Romania	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
GroupM Media Operations SRL	Romania	100
GroupM Services S.R.L.	Romania	100
Hogarth Worldwide SRL	Romania	100
MediaCom Romania Srl	Romania	100
MindShare Media Srl	Romania	100
Ogilvy & Mather Advertising SRL	Romania	100
Ogilvy Services Central Eastern Europe SRL	Romania	100
Social Lab Ro S.R.L.	Romania	80
Wavemaker Romania SRL	Romania	100
Buchanan Advertsing Russia	Russia	61.5
Grape LLC	Russia	60
Greycom Group LLC	Russia	100
GroupM Interaction LLC	Russia	100
Hungry Boys	Russia	54
Landor Associates Limited Liability Company	Russia	100
Limited Liability Company “VMLY&R”	Russia	100
Limited Liability Company Hogarth Worldwide	Russia	100
LLC ‘Alite’	Russia	100
LLC Geometry Global	Russia	100
LLC ‘GroupM’	Russia	100
LLC ‘GroupM Outdoor’	Russia	100
LLC ‘JWT’	Russia	100
LLC ‘Maximize’	Russia	100
LLC ‘Maxus’	Russia	100
LLC ‘MC2’	Russia	100
LLC Mega Media	Russia	100
LLC METS	Russia	100
LLC ‘Mindshare’	Russia	100
LLC ‘Ogilvy & Mather’	Russia	100
LLC ‘Ravi’	Russia	100
LLC ‘Wavemaker’	Russia	100
Mediacom LLC (Russia)	Russia	100
Possible LLC	Russia	60
Promo Digital LLC	Russia	60
Wunderman LLC (Russia)	Russia	100
Scanad Rwanda Limited	Rwanda	56.25
Al-Bassira Advertising Company LLC	Saudi Arabia	78.4
Alealamiah Regional Company for Marketing Results (AMRB)	Saudi Arabia	81.64
Arab for Advertising (GREY)	Saudi Arabia	100
Arab for Advertising LLC (MediaCom Saudi Arabia)	Saudi Arabia	85
Grey Saudi Advertising LLC	Saudi Arabia	100
International Networking Advertising Co	Saudi Arabia	67.2
Mindshare For Advertising and Promotion Company L.L.C (Moshaarakat Al Ryee)	Saudi Arabia	64
RMG Connect (Altawasol International For Advertising) Ltd	Saudi Arabia	67
Team Advertising SP	Saudi Arabia	65.58

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Tihama al Mona International Advertising Ltd	Saudi Arabia	68
Tihama Regional Management & Development Co	Saudi Arabia	67.2
United Advertising Company Limited	Saudi Arabia	60
CARNATION GROUP DOO	Serbia	100
GroupM Media Communication Services d.o.o. Beograd	Serbia	100
MediaCom Communication Services d.o.o. Beograd	Serbia	100
Wavemaker d.o.o. Beograd	Serbia	100
Bates Singapore Asia Pte Ltd	Singapore	100
BCW (SG) PTE. LTD	Singapore	100
Buchanan Group Holdings Pte Ltd	Singapore	61.5
Buchanan Licencing Singapore Pte Ltd	Singapore	61.5
Comwerks Pte Ltd	Singapore	90
Contract Advertising Services Singapore Pte. Ltd.	Singapore	100
Demand Interactive Pte Ltd	Singapore	100
Design Bridge Asia PTE Limited	Singapore	100
Enfatico Pte Ltd	Singapore	90
Essence Global Media Singapore Pte. Ltd.	Singapore	100
FINSBURY SG LLP	Singapore	100
Fitch Design Pte Ltd	Singapore	100
GCI Health Singapore PTE. Ltd	Singapore	100
Geometry Global Pte Limited	Singapore	100
Grey Group PTE Ltd	Singapore	100
GroupM Asia Pacific Holdings Pte Ltd	Singapore	100
GroupM Singapore Pte Ltd	Singapore	100
Hill & Knowlton (SEA) Pte Ltd	Singapore	100
HOGARTH WORLDWIDE PTE. LIMITED	Singapore	100
J Walter Thompson (Singapore) Pte Ltd	Singapore	100
Kinetic Worldwide Media Pte Ltd	Singapore	100
Landor Associates Designers & Consultants Pte Ltd	Singapore	100
M Globe Pte. Ltd	Singapore	100
Ogilvy Singapore Pte. Ltd.	Singapore	100
Ogilvy Social Lab Singapore Pte Ltd	Singapore	80
Possible Worldwide Pte Ltd	Singapore	100
Qais Consulting Pte Ltd	Singapore	100
Redworks (Singapore) Pte Ltd	Singapore	100
Scotts Road Management Services LLP	Singapore	100
Sercon Asia Pacific Pte Ltd	Singapore	74
Siang Design International Pte Ltd	Singapore	80.01
Soho Square Pte Ltd	Singapore	100
Spafax Airline Network (Singapore) Pte Ltd	Singapore	100
STW Group Asia Holdings Pte Ltd	Singapore	61.5
Superunion Brand Consulting Pte Ltd	Singapore	100
The Partners (Brand Consultants) LLP	Singapore	100
Velvet Consulting PTE. Ltd	Singapore	96.76
Verticurl Pte. Ltd.	Singapore	60
Vocanic Pte. Ltd.	Singapore	80.65
WPP Holdings (S) Pte. Ltd	Singapore	100
WPP Singapore Pte Ltd	Singapore	100
Wunderman Asia Holdings Pte Ltd	Singapore	66.66
Wunderman Pte Ltd	Singapore	66.66
Xaxis Asia Pacific Pte Ltd	Singapore	100
XM Asia Pacific Pte Ltd	Singapore	100
Y&R Yangon Pte. Ltd	Singapore	60
YOLK PTE LTD	Singapore	100
Young & Rubicam Pte Ltd	Singapore	100
Creo/Young & Rubicam s.r.o.	Slovakia	100
GroupM Slovakia s.r.o.	Slovakia	100
H1 Slovakia s.r.o.	Slovakia	100
MediaCom Bratislava s.r.o.	Slovakia	100
METS Slovakia s.r.o.	Slovakia	100
Mindshare Slovakia s.r.o.	Slovakia	100
Wavemaker Slovakia s.r.o.	Slovakia	100
Poster Publicity Ltd Ljubljana	Slovenia	51
Acceleration Digital Marketing (Pty) Limited	South Africa	73.9
Acceleration eMarketing (Pty) Limited	South Africa	73.9
Base Two Digital (Proprietary) Limited	South Africa	83.26
Bates 141 (Proprietary) Limited	South Africa	100
Brandsh Media (Pty) Limited	South Africa	59.37
Cerebra Communications Proprietary Limited	South Africa	64.72
Collective ID (PTY) Ltd	South Africa	52.51
Fast and Remarkable Proprietary Limited (trading as NotNorm Pty Ltd)	South Africa	74.2
Geometry Global Cape (Pty) Ltd	South Africa	59
Geometry Global Johannesburg (Pty) Ltd	South Africa	59
Grey Advertising Africa Proprietary Limited	South Africa	58.46
GroupM SA Media Holdings Proprietary Limited	South Africa	78.7
GroupM South Africa (Proprietary) Limited	South Africa	100
Hamilton Russell South Africa (Proprietary) Limited	South Africa	100
Hogarth Worldwide (Pty) Limited	South Africa	54.95
J Walter Thompson Cape Town (Proprietary) Limited	South Africa	74.2
J Walter Thompson Company (CT) (Proprietary) Limited	South Africa	74.2
J Walter Thompson Company (JHB) (Proprietary) Limited	South Africa	74.2
J Walter Thompson Company South Africa	South Africa	91.6

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
J Walter Thompson South Africa Holdings (Proprietary) Limited	South Africa	100
KSDP Brandafrica (Proprietary) Limited	South Africa	70
KSDP Group (Proprietary) Limited	South Africa	70
KSDP Johannesburg (Proprietary) Limited	South Africa	70
Maxus Communications Proprietary Limited	South Africa	72.8
Mediacom South Africa (Pty) Ltd	South Africa	83.27
Mindshare South Africa (Cape) (Proprietary) Limited	South Africa	78.7
Mindshare South Africa (Gauteng) (Proprietary) Limited	South Africa	78.7
MindShare South Africa (Proprietary) Limited	South Africa	78.7
Mirum Cape Town Proprietary Limited	South Africa	74.2
Mirum Johannesburg Proprietary Limited	South Africa	74.2
Mirum Proprietary Limited	South Africa	74.2
Mirum South Africa Proprietary Limited	South Africa	74.2
Nota Bene Media Planning Agency (Proprietary) Limited	South Africa	83.26
Ogilvy and Mather South Africa (Pty) Ltd	South Africa	59
Ogilvy Neo South Africa (Pty) Ltd	South Africa	59
Ogilvy South Africa (Pty) Ltd	South Africa	59
OgilvyInteractive Worldwide (Proprietary) Limited	South Africa	53.1
OgilvyOne Worldwide Cape Town (Proprietary) Limited	South Africa	59
OgilvyOne Worldwide Johannesburg (Proprietary) Limited	South Africa	59
Optimum Media (Proprietary) Limited	South Africa	78.7
Orange Juice Design (Gauteng) (Proprietary) Limited	South Africa	59
Orange Juice Design (Proprietary) Limited	South Africa	59
Platform 5 Technologies Proprietary Limited	South Africa	53.69
Redworks Communications (Pty) Ltd	South Africa	59
Redworks Communications Johannesburg (Pty) Ltd	South Africa	59
Social Lab South Africa Proprietary Limited	South Africa	80
Soho Square (Proprietary) Ltd	South Africa	59
Stonewall Digital Marketing (Pty) Limited	South Africa	59.37
Superunion Africa (Pty) Ltd	South Africa	59
The Brand Union	South Africa	80
Thompson Connect (Proprietary) Limited	South Africa	74.2
VML South Africa Proprietary Limited	South Africa	59.37

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Volcano IMC Proprietary Limited	South Africa	58.46
Wavemaker (Pty) Ltd	South Africa	83.26
WPP Blue Crane (Pty) Ltd	South Africa	76.6
WPP South Africa Holdings Proprietary Limited	South Africa	54.95
Wunderman Marketing (Pty) Ltd	South Africa	83.26
Wunderman Thompson Proprietary Limited	South Africa	83.26
Wunderman Thompson Technology SA (Pty) Ltd	South Africa	82
Y & R Holdings (S.A.) (Pty) Limited	South Africa	100
Yonder Media Proprietary Ltd	South Africa	65.5
Young & Rubicam South Africa (Proprietary) Limited	South Africa	83.26
Young and Rubicam Hedley Byrne (Proprietary) Limited	South Africa	83.26
Axicom Spain SL	Spain	100
Beaumont Bennett Madrid SLU	Spain	100
Boole Relaciones Inteligentes con Clientes SL	Spain	99.99
BSB Comunicacion y Publicidad S.L.	Spain	51
BSB Publicidad SA	Spain	100
Burson Cohn & Wolfe S.L.	Spain	100
CB’a Graell Design, SL	Spain	78.5
Emark Spain S.L.	Spain	70
Esc Scholz & Friends S.A.	Spain	80
Estudio Graphic Line SLU	Spain	100
Expansion de Ventas SL	Spain	90
Focus Media SL	Spain	100
G2 Worldwide Spain S.L.U	Spain	100
Geometry Global Spain S.A.	Spain	100
GMBG Holdings Spain SL	Spain	100
Grey Espana SLU	Spain	100
Grey Iberia SL	Spain	100
GroupM Publicidad Worldwide SA	Spain	100
Hill & Knowlton Espana SA	Spain	51
Kinetic Worldwide SA	Spain	100
King Eclient S.L.	Spain	80
Labstore Shopper Experience S.L.	Spain	100
Mad About Work S.L.	Spain	85
Madrid Redes de Campo SA	Spain	100
Mediacom Iberia SA	Spain	100
Mindshare Spain SA	Spain	100
Neo Media Technologies Spain, S.A.,	Spain	100
Ogilvy & Mather Publicidad Barcelona S.A.	Spain	100
Ogilvy & Mather Publicidad Madrid S.A.	Spain	100
OgilvyOne Worldwide SA	Spain	100
Outrider SL Unipersona	Spain	100
Producciones Simplelogica, S.L.U.	Spain	80
Quisma Spain SLU	Spain	100
Red Shots SL	Spain	100
SOCLAB PAID MEDIA SPAIN SL	Spain	80

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Soluciones de Marketing y Comunicacion Iberia SLU	Spain	100
Sra Rushmore SA	Spain	74
The Brand Union Iberia SL	Spain	100
The Cocktail America, S.L.U.	Spain	80
The Cocktail Analysis, S.L.U.	Spain	80
The Cocktail Experience, S.L.U.	Spain	80
The Cocktail Global, S.L.	Spain	80
The Cocktail Ventures, S.L.U.	Spain	80
Tramontana Dream Holdings SL	Spain	51
Ulmara SLU	Spain	100
VML Young & Rubicam, S.L.	Spain	100
Wavemaker Publicidad Spain S.L.	Spain	100
WPP Creative Transformation S.L.	Spain	100
WPP Health Practice Spain S.L.	Spain	100
WPP Holdings Spain, S.L.	Spain	100
Wunderman Thompson, S.L.	Spain	100
Grey First Serve Advertising Pvt Ltd	Sri Lanka	100
GroupM Media (Pty) Ltd	Sri Lanka	100
J Walter Thompson Private Ltd	Sri Lanka	100
Ogilvy Action (Pvt) Ltd	Sri Lanka	59
Phoenix O&M (Pvt.) Ltd.	Sri Lanka	55.5
AB Frigga	Sweden	100
Axicom AB	Sweden	100
BG Intressenter 1997 AB	Sweden	100
Brando Design AB	Sweden	100
Burson Cohn & Wolfe AB	Sweden	100
Grey Global Group Sweden AB	Sweden	100
GroupM Sweden AB	Sweden	100
Hall & Cederqvist/Young & Rubicam AB	Sweden	100
Initiativ Nya Grey Ogilvy INGO AB	Sweden	100
J Walter Thompson Oresund AB	Sweden	100
KGM Datadistribution AB	Sweden	100
Mediacommunications Göteborg AB	Sweden	89.9
MediaCommunications Services Sverige AB	Sweden	89.9
Mediacommunications Sverige I Stockholm AB	Sweden	100
Mindshare Sweden AB	Sweden	100
Mirum Agency AB	Sweden	100
Ogilvy PR AB	Sweden	100
Promedia Sverige AB	Sweden	89.9
Quisma Connect Sweden AB	Sweden	100
Real Media Scandinavia AB	Sweden	100
Scanpartner Göteborg AB	Sweden	100
Strenstrom Red Cell AB	Sweden	100
Svenska Gallupinstitutet AB	Sweden	100
The Brand Union AB	Sweden	97.52
WPP Sweden AB	Sweden	100
Wunderman Sweden AB	Sweden	51
WVMKR Sweden AB	Sweden	100
Burson Cohn & Wolfe AG	Switzerland	100
Burson Cohn Wolfe Sports SA	Switzerland	65
GroupM Connect AG	Switzerland	100
GroupM Services AG	Switzerland	100
Healthworld (Schweiz) AG	Switzerland	100
Landor Associates Branding Consultants and Designers Worldwide (Switzerland) Sarl	Switzerland	100
Mediacom AG	Switzerland	100
MindShare AG	Switzerland	100
Ogilvy AG	Switzerland	100
Scholz & Friends Schweiz AG	Switzerland	100
Sudler & Hennessey AG	Switzerland	100
Team Cosmo AG	Switzerland	100
thjnk Zurich AG	Switzerland	60.1
Wavemaker AG	Switzerland	100
Wunderman Thompson Switzerland AG	Switzerland	100
Young & Rubicam Holding AG	Switzerland	100
Agenda (Taiwan) Ltd	Taiwan	100
Bates Taiwan Co Ltd	Taiwan	100
Conquest Marketing Communication Taiwan Limited (Taiwan Branch)	Taiwan	100
David Advertising (Taiwan) Co. Ltd	Taiwan	70
Geometry Global (Taiwan) Co Ltd	Taiwan	100
Hogarth & Ogilvy (Taiwan) Co., Ltd	Taiwan	100
Ogilvy & Mather (Taiwan) Co Ltd	Taiwan	70
Ogilvy Public Relations Worldwide Co Ltd	Taiwan	95
OgilvyOne Worldwide (Taiwan) Co Ltd	Taiwan	95
Wavemaker Taiwan Ltd	Taiwan	100
Wunderman Thompson (Taiwan) Ltd., Taiwan Branch	Taiwan	100
Young & Rubicam Co., Ltd.	Taiwan	100
Ogilvy Tanzania Limited	Tanzania	50.1
Atlas Communications (Thailand) Ltd.	Thailand	100
Conquest Communicatons Co Ltd.	Thailand	99.99
Contract Advertising (Thailand) Co. Ltd	Thailand	99.98
Geometry Global Ltd	Thailand	100
Glendinning Management Consultants (Asia Pacific) Ltd	Thailand	100
Grey (Thailand) Co Ltd.	Thailand	99.99
GroupM (Thailand) Company Limited	Thailand	99.99
GroupM Proprietary Media Co., Ltd.	Thailand	100
Kinetic Worldwide (Thailand) Co Ltd	Thailand	100
MDK Consultants (Thailand) Ltd NO CONTACT FOUND	Thailand	65.37
Mediacom (Thailand) Limited	Thailand	100
Millward Brown Firefly Ltd	Thailand	99
Minteraction Company Ltd	Thailand	75
Mirum (Thailand) Company Limited	Thailand	80
Monday People Co., Ltd.	Thailand	73.3
Ogilvy Public Relations Worldwide Limited (Thailand)	Thailand	100
OgilvyOne Worldwide Limited (Thailand)	Thailand	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
The Brand Union Ltd	Thailand	99.95
WPP (Thailand) Ltd	Thailand	100
WPP Marketing Communications (Thailand) Ltd.	Thailand	100
Young & Rubicam Limited	Thailand	100
J Walter Thompson (Tunisia) SARL	Tunisia	67
Mindshare Tunisia S.A.R.L	Tunisia	63.5
41 29 Medya Internet Egitimi ve Danismanlik Reklam Sanayi Dis Ticaret Anonim Sirketi	Turkey	80.51
AMVG Uluslararası İnternet ve Telekomünikasyon Hizmetleri Ticaret Limited Şirketi	Turkey	80
BBG REKLAM VE PRODÜKSİYON ANONİM ŞİRKETİ	Turkey	100
Connect Dijital Hizmetler Limited Sirketi	Turkey	100
CS Reklam Hizmetleri Sanayi Ve Ticaret Anonim Şirketi	Turkey	100
Doğrudan Etkinlik Yönetimi ve Pazarlama Ltd	Turkey	65
Effect Halkla İlişkiler Ve Turizm Hizmetleri Anonim Şirketi	Turkey	60
Geometry Istanbul İletişim Hizmetleri ve Danışmanlık Anonim Şirketi	Turkey	90
Gram Reklamcilik Ltd Sti	Turkey	80.51
GroupM Medya Hizmetleri Ticaret Limited Sirketi	Turkey	100
Hill and Knowltın Strategies Istanbul Tanıtım Halkla Iliskiler Arastirma Ozel Egitim ve Danismanlik Anonim Sirketi	Turkey	51
HOGARTH WORLDWIDE İSTANBUL REKLAMCILIK LİMİTED ŞİRKETİ	Turkey	90
Karakaş Yatirimci İlişkileri Ve İletişim Hizmetleri Anonim Şirketi	Turkey	60
Karmel Pazarlama Hizmetleri ve Danısmanlık A.S	Turkey	100
Limon Internet ve Sosyal Medya Yönetim Hizmetleri Ltd	Turkey	100
MediaCom Istanbul Medya Hizmetleri A.S.	Turkey	100
Mindshare Medya Hizmetleri A.S.	Turkey	100
Mirum İstanbul Reklam İşleri Anonim Şirketi	Turkey	100
Mzone Medya Hizmetleri Anonim Şirketi	Turkey	100
Ogilvy and Mather Reklamcilik A.S.	Turkey	100
Ogilvy PR Halkla Iliskiler ve Iletisim A.S.	Turkey	100
OgilvyAction Pazarlama Iletisim Hizmetleri A.S.	Turkey	100
Soho Square Reklamcilik Limited Sirketi	Turkey	100
Team Red Reklamcýlýk ve Yayýncýlýk Limited Þirketi	Turkey	100
VMLYR Pazarlama ve İletişim Çözümleri Limited Şirketi	Turkey	100
Wavemaker İletişim Planlama Hizmetleri Limited Şirketi	Turkey	100
Wunderman Thompson Reklam İşleri A.S.	Turkey	100
Young & Rubicam Reklamevi Reklamcilik LTD Sti	Turkey	100
Hill & Knowlton Strategies Uganda Limited	Uganda	56.25
JWT Uganda Limited	Uganda	56.25
Scanad Uganda Limited	Uganda	56.25
GroupM LLC	Ukraine	100
JWT LLC	Ukraine	100
Mather Communications LLC	Ukraine	100
Mediacom Ukraine LLC	Ukraine	100
Mindshare LLC	Ukraine	70
Ogilvy Group Ltd	Ukraine	100
VML Y&R Enterprise	Ukraine	100
VMLY&R LLC	Ukraine	100
Wavemaker, LLC	Ukraine	70
Acceleration eMarketing Middle East FZ-LLC	United Arab Emirates	100
ADVERTISING & MARKETING RESULTES—AL BAHETH (A.M.R.B) L.L.C.	United Arab Emirates	81.39
AKQA FZ-LLC	United Arab Emirates	70
Asdaa Advertising FZ LLC	United Arab Emirates	80
CB'a Memac FZ LLC	United Arab Emirates	71.49
Classic Advertising FZ LLC	United Arab Emirates	91.28
Finsbury FZ LLC	United Arab Emirates	100
FITCH FZ-LLC	United Arab Emirates	87
Geometry Global Advertising L.L.C.	United Arab Emirates	100
Grey Worldwide Co. LLC	United Arab Emirates	100
Group M MENA FZ-LLC	United Arab Emirates	100
Intermarkets Advertising FZ-LLC	United Arab Emirates	76.4
Media Insight LLC	United Arab Emirates	53.5
Mediacom LLC (UAE)	United Arab Emirates	78.1
Memac Ogilvy & Mather LLC	United Arab Emirates	60
Mindshare Advertising LLC	United Arab Emirates	64
PSB Middle East & Africa FZ-LLC	United Arab Emirates	80
Raee Public Relations FZ-LLC	United Arab Emirates	59
RMG Heathwallace FZE	United Arab Emirates	67
Social Lab Middle East FZ-LLC	United Arab Emirates	80
Soho Square Advertising LLC	United Arab Emirates	60
Squad Digital Middle East FZ-LLC	United Arab Emirates	50.13
Tattoo FZ LLC	United Arab Emirates	100
Team Gulf Advertising -FZ-LLC	United Arab Emirates	91.28
WAVEMAKER MENA FZ LLC	United Arab Emirates	69.41

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Wunderman WCJ FZ LLC	United Arab Emirates	72
Young and Rubicam FZ LLC	United Arab Emirates	71.6
[m]Platform Limited	United Kingdom	100
2Sixty Technologies Limited	United Kingdom	100
Acceleration eMarketing Limited	United Kingdom	100
Addison Corporate Marketing Limited	United Kingdom	100
Airport Media International Limited	United Kingdom	100
AKQA Limited	United Kingdom	100
Ambassador Square	United Kingdom	100
Artwork Direct Limited	United Kingdom	100
Axicom Group Limited	United Kingdom	100
Axicom Limited	United Kingdom	100
Bates Overseas Holdings Limited	United Kingdom	100
BDG architecture + design Limited	United Kingdom	100
Beaumont Square	United Kingdom	100
Belgrave Square	United Kingdom	100
Bisqit Design Limited	United Kingdom	100
BJK & E Holdings Limited	United Kingdom	100
Blue State Digital UK Limited	United Kingdom	100
Bookmark Communciations Ltd	United Kingdom	100
Bookmark Content Ltd	United Kingdom	100
Box of Vegetables Limited	United Kingdom	75.3
Buchanan Advertising (UK) Ltd	United Kingdom	61.5
Buchanan Communications Limited	United Kingdom	100
Bulletin International Limited	United Kingdom	100
Bulletin International UK Limited	United Kingdom	100
Business Planning and Research Limited	United Kingdom	100
Carl Byoir (UK) Limited	United Kingdom	100
CBA London Limited	United Kingdom	82.98
Cheetham Bell JWT Limited	United Kingdom	100
CHI Wunderman UK Limited	United Kingdom	74.95
City and Corporate Counsel Limited	United Kingdom	100
Clarion Communications (P.R.) Limited	United Kingdom	100
Clockwork Capital Limited	United Kingdom	50
Cockpit Holdings Limited	United Kingdom	100
Code Computer Love Limited	United Kingdom	76.27
Cognifide Limited	United Kingdom	100
Coley Porter Bell Limited	United Kingdom	100
Cordiant Communications Group Limited	United Kingdom	100
Cordiant Group Limited	United Kingdom	100
Cordiant Property Holdings Limited	United Kingdom	100
Darwin—Grey Limited	United Kingdom	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Design Bridge Limited	United Kingdom	100
Direct MediaCom Limited	United Kingdom	100
Dis/Play International Limited	United Kingdom	75
DNX Limited	United Kingdom	86.3
Eaton Square Limited	United Kingdom	100
Emark Services Ltd	United Kingdom	70
Essence Global Group Limited	United Kingdom	100
Essence Global Limited	United Kingdom	100
Eurocrew Limited	United Kingdom	100
EWA Limited	United Kingdom	100
FAST4WD OGILVY LIMITED	United Kingdom	100
Finecast Holdings Limited	United Kingdom	100
Finecast Limited	United Kingdom	100
Fitch Design Consultants Limited	United Kingdom	100
Fitch Digital Limited	United Kingdom	75
Fitch Worldwide Limited	United Kingdom	100
Fitch: Qatar Limited	United Kingdom	100
Forward Publishing Limited	United Kingdom	100
Forward Worldwide Limited	United Kingdom	100
Fulham UK Holdco Limited	United Kingdom	100
Fusepump Limited	United Kingdom	100
Gain Theory Limited	United Kingdom	100
Gamaroff Limited	United Kingdom	100
Garrott Dorland Crawford Holdings Limited	United Kingdom	100
GCI Healthcare Limited	United Kingdom	100
GCI London Limited	United Kingdom	100
Geometry Global (UK) Limited	United Kingdom	100
Geometry Global Limited	United Kingdom	100
Global Sportnet UK Limited	United Kingdom	100
GMT+0 Limited	United Kingdom	100
Grey Advertising Limited	United Kingdom	100
Grey Communications Group Limited	United Kingdom	100
Grey Global Group (UK) Limited	United Kingdom	100
Grey Healthcare London Limited	United Kingdom	100
Grey Interactive Europe Limited	United Kingdom	100
Grey Saudi Limited	United Kingdom	100
GroupM UK Digital Limited	United Kingdom	100
GROUPM UK Ltd	United Kingdom	100
Heath Wallace Limited	United Kingdom	100
Hi Resolution (Production) Limited	United Kingdom	93.75
Hill & Knowlton Limited	United Kingdom	100
Hogarth Worldwide Limited	United Kingdom	100
Horizon Video Limited	United Kingdom	100
iconmobile Limited	United Kingdom	67.9
Ignite JV Limited	United Kingdom	50
Intact Limited	United Kingdom	100
J. Walter Thompson U.K. Holdings Limited	United Kingdom	100
JWT Entertainment Productions Limited	United Kingdom	100
Kinetic Worldwide Group Limited	United Kingdom	100
Kinetic Worldwide Limited	United Kingdom	100
KR Media UK Limited	United Kingdom	100
Lambie-Nairn & Company Limited	United Kingdom	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Man vs Machine Limited	United Kingdom	75
Mando Corporation Limited	United Kingdom	100
Mando Services Limited	United Kingdom	100
Map Project Office Limited	United Kingdom	75
Maxus Communications (UK) Limited	United Kingdom	100
Media Insight Outdoor Limited	United Kingdom	100
MediaCom Group Limited	United Kingdom	100
MediaCom Holdings Limited	United Kingdom	100
Mediacom North Limited	United Kingdom	100
MediaCom Scotland Limited	United Kingdom	100
MediaCom UK Limited	United Kingdom	100
Mediaedge:CIA (UK) Holdings Limited	United Kingdom	100
Mediaedge:CIA Worldwide Limited	United Kingdom	100
Mediahead Communications Limited	United Kingdom	100
Memac Ogilvy Limited	United Kingdom	60
Metro Ecosse Limited	United Kingdom	100
Metro Production Group Limited	United Kingdom	100
Milton Marketing Group Limited	United Kingdom	100
Milton Marketing Limited	United Kingdom	100
Mindshare Media UK Limited	United Kingdom	100
Mirum Agency London Limited	United Kingdom	100
Mirum Agency UK Limited	United Kingdom	100
Motion Content Group Limited	United Kingdom	100
MSIX Communications Limited	United Kingdom	71.12
No Need 4 Limited	United Kingdom	100
No Need 4 Mirrors Limited	United Kingdom	100
Ogilvy & Mather Group (Holdings) Limited	United Kingdom	100
Ogilvy & Mather Public Relations Limited	United Kingdom	100
Ogilvy 4D Limited	United Kingdom	100
Ogilvy Advertising Ltd	United Kingdom	100
Okam Limited	United Kingdom	100
OPENMINDWORLD LIMITED	United Kingdom	100
Outdoor Connection Limited	United Kingdom	100
Outdoor MediaCom Limited	United Kingdom	100
Outrider Limited	United Kingdom	100
P.O.A. Holdings Limited	United Kingdom	100
Partners (Design Consultants) Limited (The)	United Kingdom	100
Partnership SPV 1 Limited	United Kingdom	50.15
Piranhakid Communications Limited	United Kingdom	100
Portland Outdoor Advertising Limited	United Kingdom	100
Poster Publicity Group Limited	United Kingdom	100
Poster Publicity Holdings Ltd	United Kingdom	100
Potato London Ltd	United Kingdom	75.3
Premiere Group Holdings Limited	United Kingdom	100
Primeads International Limited	United Kingdom	100
Promotional Campaigns Limited	United Kingdom	100
Prophaven Limited	United Kingdom	100
Public Relations and International Sports Marketing Limited	United Kingdom	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
Pulse Creative London Limited	United Kingdom	71.12
Quill Communications Limited	United Kingdom	100
Quirk eMarketing Limited	United Kingdom	74.2
Radish Industries Limited	United Kingdom	75.3
Readysquare Two Limited	United Kingdom	100
Red Dot Square Holdings Limited	United Kingdom	100
S.H.Benson International Limited	United Kingdom	100
S.H.Benson(India)Limited	United Kingdom	100
Salmon Limited	United Kingdom	100
Sandtable Limited	United Kingdom	100
Set Creative UK Limited	United Kingdom	65
Set Live Limited	United Kingdom	65
Signposter.com Ltd	United Kingdom	100
SOCLAB (Holdings) Limited	United Kingdom	80
Soclab UK Limited	United Kingdom	80
Spafax Airline Network Limited	United Kingdom	100
Spafax Aureus Limited	United Kingdom	100
SponsorCom Limited	United Kingdom	100
Stickleback Limited	United Kingdom	100
Superunion Limited	United Kingdom	100
Superunion Worldwide Limited	United Kingdom	100
System Analytic Limited	United Kingdom	75
Syzygy UK Limited	United Kingdom	50.33
TBU Holdings Limited	United Kingdom	100
Team Cosmo UK Limited	United Kingdom	100
Team Life Global Limited	United Kingdom	100
Tempus Group Limited	United Kingdom	100
Tempus Partners Limited	United Kingdom	100
Test Company A	United Kingdom	100
The & Partners Group Limited	United Kingdom	71.12
The Exchange Lab Holdings Ltd	United Kingdom	100
The Exchange Lab Ltd	United Kingdom	100
The Exchange Lab Trustees Limited	United Kingdom	100
The Finsbury Group Limited	United Kingdom	74.81
The Poster Business Ltd	United Kingdom	100
THE&PARTNERS LONDON LIMITED	United Kingdom	71.12
Thistleclub Limited	United Kingdom	100
Tranzformer Limited	United Kingdom	100
Triad Retail Media UK Limited	United Kingdom	100
Ultimate Square	United Kingdom	100
Unique Digital Marketing Limited	United Kingdom	51.78
Universal Design Studio Limited	United Kingdom	75
Verticurl Marketing UK Limited	United Kingdom	60
VML London Ltd	United Kingdom	100
Voluntarily United Creative Agencies Limited	United Kingdom	100
Wavemaker Global Limited	United Kingdom	100
Wavemaker Limited	United Kingdom	100
Westbourne Terrace Management Services Limited	United Kingdom	100
WG Access Limited	United Kingdom	100
What Do You Know Limited	United Kingdom	71.12
Wildfire Word of Mouth Limited	United Kingdom	50.1
Wire & Plastic Products Limited	United Kingdom	100
Wise Conclusion	United Kingdom	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
WPP 1178	United Kingdom	100
WPP 2005 Limited	United Kingdom	100
WPP 2008 Limited	United Kingdom	100
WPP 2020 IAS Limited	United Kingdom	100
WPP 2318 Limited	United Kingdom	100
WPP 2709 Limited	United Kingdom	100
WPP ATTICUS	United Kingdom	100
WPP Beans Limited	United Kingdom	100
WPP Brands (Europe) Limited	United Kingdom	100
WPP Brands (UK) Limited	United Kingdom	100
WPP Brands Development Holdings (UK) Limited	United Kingdom	100
WPP Brands Holdings (UK) Limited	United Kingdom	100
WPP Cap Limited	United Kingdom	100
WPP Compete	United Kingdom	100
WPP Consulting Limited	United Kingdom	100
WPP CP Finance plc	United Kingdom	100
WPP Delilah Limited	United Kingdom	100
WPP Direct Ltd	United Kingdom	100
WPP Dolphin UK Limited	United Kingdom	100
WPP DORSET SQUARE LIMITED	United Kingdom	100
WPP Dutch Holdings Limited	United Kingdom	100
WPP Enterprise Ltd	United Kingdom	100
WPP Finance (UK)	United Kingdom	100
WPP Finance 2010	United Kingdom	100
WPP Finance 2013	United Kingdom	100
WPP Finance 2015 Limited	United Kingdom	100
WPP Finance 2016	United Kingdom	100
WPP Finance 2017	United Kingdom	100
WPP Finance Co. Limited	United Kingdom	100
WPP Fitzroy Square	United Kingdom	100
WPP Flame	United Kingdom	100
WPP Global	United Kingdom	100
WPP Golden Square Limited	United Kingdom	100
WPP Group (Nominees) Limited	United Kingdom	100
WPP Group (UK) Ltd	United Kingdom	100
WPP Group Holdings Limited	United Kingdom	100
WPP GroupM Holdings Limited	United Kingdom	100
WPP GUSA UK	United Kingdom	100
WPP Headline	United Kingdom	100
WPP Health Limited	United Kingdom	100
WPP Hoxton Square Limited	United Kingdom	100
WPP Insight Ltd	United Kingdom	100
WPP James	United Kingdom	100
WPP Jargon Ltd	United Kingdom	100
WPP Jubilee Limited	United Kingdom	100
WPP Kenneth Square Unlimited	United Kingdom	100
WPP Knowledge	United Kingdom	100
WPP LN Limited	United Kingdom	100
WPP Madrid Square Limited	United Kingdom	100
WPP Magic Limited	United Kingdom	100
WPP Manchester Square Limited	United Kingdom	100
WPP Marketing Communications Holdings Limited	United Kingdom	100
WPP Marketing Communications Spain	United Kingdom	100
WPP Montreal Ltd	United Kingdom	100
WPP MR Group Holdings Limited	United Kingdom	100
WPP MR OVERSEAS MEDIA HOLDINGS LIMITED	United Kingdom	100
WPP MR UK Limited	United Kingdom	100
WPP MR US	United Kingdom	100
WPP North Atlantic Limited	United Kingdom	100
WPP Open	United Kingdom	100
WPP Ottawa Ltd	United Kingdom	100
WPP Rocky Ltd	United Kingdom	100
WPP Russell UK One Limited	United Kingdom	100
WPP Russell UK Two Limited	United Kingdom	100
WPP Samson Limited	United Kingdom	100
WPP Sigma Limited	United Kingdom	100
WPP Sparky Limited	United Kingdom	100
WPP Sphinx Limited	United Kingdom	100
WPP Spike Limited	United Kingdom	100
WPP Toronto Ltd	United Kingdom	100
WPP UK Germany Holdings	United Kingdom	100
WPP UK Torre	United Kingdom	100
WPP Unicorn Limited	United Kingdom	100
WPP US Investments Limited	United Kingdom	100
WPP Vancouver Ltd	United Kingdom	100
Wunderman Thompson (UK) Limited	United Kingdom	100
Young & Rubicam Brands US Holdings	United Kingdom	100
Dernilog S.A.	Uruguay	51
Despatch S.A.	Uruguay	51
J. Walter Thompson Uruguaya S.A.	Uruguay	100
Manerel S.A.	Uruguay	51
Renier S.A.	Uruguay	51
Young & Rubicam S.A. (Uruguay)	Uruguay	51
141 Coimbra Publicidad, C.A.	Venezuela	80
Geometry Global Venezuela C.A.	Venezuela	80
GroupM Trading Venezuela C.A.	Venezuela	100
J Walter Thompson de Venezuela C.A.	Venezuela	100
Kantar Worldpanel Venezuela C.A.	Venezuela	100
MindShare, C.A.	Venezuela	100
Ogilvy & Mather Andina C.A.	Venezuela	100
Bates 141 Vietnam Ltd	Vietnam	100
Burson-Marsteller Vietnam Company Limited	Vietnam	60
Click Media Joint Stock Company	Vietnam	60.1
Grey Global Group Vietnam Co. Ltd	Vietnam	51
Market Action Co Ltd	Vietnam	80
Mirum JSC	Vietnam	60
Ogilvy & Mather Vietnam Ltd	Vietnam	100
OgilvyOne Vietnam Company Limited	Vietnam	100
Soho Square (Vietnam) Company Ltd	Vietnam	100

COMPANY NAME	JURISDICTION UNDER WHICH ORGANISED	OWNERSHIP INTEREST
T&A Ogilvy Joint Venture Company Limited	Vietnam	60
WPP Marketing Communications Vietnam Company Limited	Vietnam	100
WPP Media Ltd	Vietnam	99
Young & Rubicam Vietnam Company Limited	Vietnam	100
Scangroup (Zambia) Limited	Zambia	56.25
J Walter Thompson Company Central Africa (Private) Ltd	Zimbabwe	100

(1) Each of the named subsidiaries is not necessarily a "significant subsidiary" as defined in Rule 1-02(w) of Regulation S-X, and WPP plc has several additional subsidiaries not named above. The unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a "significant subsidiary" at the end of the year covered by this report.

Exhibit 12.1

Certification

I, Mark Read, certify that:

1. I have reviewed this annual report on Form 20-F of WPP plc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: 29 April 2021

/s/ Mark Read

Mark Read
Chief Executive Officer
(principal executive officer)

Exhibit 12.2

Certification

I, John Rogers, certify that:

1. I have reviewed this annual report on Form 20-F of WPP plc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: 29 April 2021

/s/ John Rogers

John Rogers
Chief Financial Officer
(principal financial officer)

Exhibit 13.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of WPP plc (the "Company") on Form 20-F for the period ended 31 December 2020 (the "Report"), I, Mark Read, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) The information contained in the Report fairly presents, in all material respects, the Company's financial position and results of operations.

Date: 29 April 2021

/s/ Mark Read

Mark Read
Chief Executive Officer
(principal executive officer)

Exhibit 13.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of WPP plc (the "Company") on Form 20-F for the period ended 31 December 2020 (the "Report"), I, John Rogers, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) The information contained in the Report fairly presents, in all material respects, the Company's financial position and results of operations.

Date: 29 April 2021

/s/ John Rogers

John Rogers
Chief Financial Officer
(principal financial officer)

Exhibit 14.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-06378, 333-103888, 333-108149, 333-129640, 333-129733, 333-152662, 333-157729, 333-185886, 333-185887, 333-185889, 333-185890, 333-208658, 333-208660, 333-208661 and 333-232174 on Form S-8 of our reports dated 29 April 2021, relating to the consolidated financial statements of WPP plc and the effectiveness of WPP plc's internal control over financial reporting appearing in this Annual Report on Form 20-F for the year ended 31 December 2020.

/s/ Deloitte LLP

London, United Kingdom
29 April 2021

Exhibit 17.1

Subsidiary Guarantors and Issuers of Guaranteed Registered Securities

Registered U.S. Bonds	Subsidiary Issuer	Parent Guarantor	Subsidiary Guarantor
3.625% bonds due September 2022 5.125% bonds due September 2042	WPP Finance 2010	WPP plc	WPP Air 1 Limited, WPP 2008 Limited, WPP 2005 Limited, WPP 2012 Limited, WPP Jubilee Limited
3.750% bonds due September 2024 5.625% bonds due November 2043	WPP Finance 2010	WPP plc	WPP Jubilee Limited, WPP 2005 Limited